

MGP INGREDIENTS INC  
Form 4  
March 13, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Seaberg Karen

(Last) (First) (Middle)  
20076 266TH ROAD  
(Street)  
ATCHISON, KS 66002  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MGP INGREDIENTS INC [MGPI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/17/2016		S	415 D	\$ 24.01 112,627	I	by spouse's IRA
Common Stock	02/18/2016		S	4,057 D	\$ 24.3 (1) 2,541,145	I	by Cray MGP Holdings LP
Common Stock	04/25/2016		S	15,190 D	\$ 26.15 (2) 2,525,955	I	by Cray MGP Holdings LP
	04/26/2016		S	23,010 D	2,502,945	I	

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Common Stock					\$ 26.21 (3)				by Cray MGP Holdings LP
Common Stock	12/16/2016		G	4,600	D	\$ 0	687,682	I	by spouse's trust
Common Stock	03/28/2016		G	320	D	\$ 0	687,362	I	by spouse's trust
Common Stock	06/27/2016		G	210	D	\$ 0	687,152	I	by spouse's trust
Common Stock	12/19/2016		G	856	D	\$ 0	686,296	I	by spouse's trust
Common Stock	12/19/2016		G	81	A	\$ 0	686,377	I	by spouse's trust
Common Stock	02/28/2017		G	71,308	D	\$ 0	615,069	I	by spouse's trust
Common Stock	12/19/2016		G	81	A	\$ 0	212,838	I	by trust
Common Stock							10,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Title	

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaberg Karen 20076 266TH ROAD ATCHISON, KS 66002		X		

## Signatures

/s/ Lori Norlen, Attorney in Fact for Karen  
Seaberg

03/13/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.29 to \$24.37, inclusive. The reporting person undertakes to provide to MGP Ingredients, Inc., any security holder of MGP Ingredients, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in this footnote 1.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.28, inclusive. The reporting person undertakes to provide to MGP Ingredients, Inc., any security holder of MGP Ingredients, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in this footnote 2.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.30, inclusive. The reporting person undertakes to provide to MGP Ingredients, Inc., any security holder of MGP Ingredients, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in this footnote 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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