

Edgar Filing: Ingevity Corp - Form 3

Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WestRock Co 504 THRASHER STREET NORCROSS, GA 30071	^	^ X	^	^

Signatures

/s/ Robert B. McIntosh, SVP & General Counsel of WestRock Company By: Katherine P. Burgeson as Attorney-in-Fact

04/25/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed in connection with the SEC's declaration of effectiveness of the Registration Statement on Form 10 of Ingevity Corporation ("Ingevity"), which describes the planned separation of Ingevity from WestRock Company ("WestRock").
Pursuant to Ingevity's Certificate of Incorporation (as amended), effective as of the close of business on the date set by resolution of the board of directors of WestRock as the record date for distribution of shares of Ingevity's common stock to holders of shares of WestRock's common stock (such time, the "Effective Time"), the 101 shares of Ingevity's common stock held by WestRock prior to the Effective Time shall, automatically by operation of law and without any further action on the part of Ingevity or WestRock, be subdivided and converted into a number of shares of validly issued, fully paid and non-assessable shares of Ingevity's common stock equal to the number of shares of common stock, par value \$0.01 per share, of WestRock, issued and outstanding as of the Effective Time.
- (3) These shares are owned indirectly through WestRock MWV, LLC, a Delaware limited liability company, which is a wholly-owned subsidiary of the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.