

MGP INGREDIENTS INC

FORM 10-K/A (Amended Annual Report)

Filed 11/24/17 for the Period Ending 12/31/16

| | |
|-------------|---|
| Address | 1300 MAIN ST ATCHISON, KS, 66002 |
| Telephone | 9133671480 |
| CIK | 0000835011 |
| Symbol | MGPI |
| SIC Code | 5180 - Wholesale-Beer, Wine and Distilled Alcoholic Beverages |
| Industry | Food Processing |
| Sector | Consumer Non-Cyclicals |
| Fiscal Year | 12/31 |

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A

ANNUAL REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number **0-17196**



MGP Ingredients, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Kansas

(State or Other Jurisdiction
of Incorporation or Organization)

45-4082531

(I.R.S. Employer
Identification No.)

100 Commercial Street, Box 130, Atchison, Kansas

(Address of Principal Executive Offices)

66002

(Zip Code)

(913) 367-1480

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock, no par value

Name of Each Exchange on Which Registered

NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to their Form 10-K. []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company": in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of common equity held by non-affiliates, computed by reference to the last sales price as reported by NASDAQ on June 30, 2016, was \$487,505,243.

The number of shares of the registrant's common stock, no par value ("Common Stock") outstanding as of March 3, 2017 was 16,708,742.

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

MGP Ingredients, Inc. (the “Company”) is filing this Amendment No. 1 (this “Form 10-K/A”) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the Securities and Exchange Commission on March 8, 2017 (the “Original Annual Report”) for the sole purpose of replacing the signature page to the Original Annual Report “Signatures” section in order to include (i) the designations of the Company’s Chief Executive Officer as the Company’s principal executive officer and the Company’s Chief Financial Officer as the Company’s principal financial officer and principal accounting officer and (ii) the signatures of a majority of the Company’s directors.

This Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed herewith.

Except as described above, no other changes have been made to the Original Annual Report and this Form 10-K/A does not amend, update or change the financial statements or any other items or disclosures in the Original Annual Report. This Form 10-K/A speaks as of the original filing date of the Form 10-K and does not reflect events that may have occurred subsequent to such original filing date.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (3) Exhibits

| Exhibit | Exhibit Description | Method of Filing |
|----------------|--|-------------------------|
| 31.1 | CEO Certification pursuant to Rule 13a-14(a) | Filed herewith. |
| 31.2 | CFO Certification pursuant to Rule 13a-14(a) | Filed herewith. |

SIGNATURES

Pursuant to requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atchison, State of Kansas, on this 24th day of November, 2017.

MGP INGREDIENTS, INC.

By /s/ Augustus C. Griffin
Augustus C. Griffin,
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities indicated on the dates indicated

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|---|--------------------|
| <u>/s/ Augustus C. Griffin</u> Augustus C. Griffin | President, Chief Executive Officer (Principal Executive Officer) and Director | November 24, 2017 |
| <u>/s/ Thomas K. Pigott</u> Thomas K. Pigott | Vice President, Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | November 24, 2017 |
| <u>/s/ James L. Bareuther</u> James L. Bareuther | Director | November 20, 2017 |
| <u>/s/ David J. Colo</u> David J. Colo | Director | November 24, 2017 |
| <u>/s/ Terrence P. Dunn</u> Terrence P. Dunn | Director | November 20, 2017 |
| <u>/s/ Anthony P. Foglio</u> Anthony P. Foglio | Director | November 20, 2017 |
| <u>/s/ George W. Page, Jr.</u> George W. Page, Jr. | Director | November 20, 2017 |
| <u>/s/ Daryl R. Schaller</u> Daryl R. Schaller | Director | November 24, 2017 |
| <u>/s/ Karen L. Seaberg</u> Karen L. Seaberg | Director | November 24, 2017 |
| <u>/s/ M. Jeannine Strandjord</u> M. Jeannine Strandjord | Director | November 24, 2017 |

CERTIFICATION

I, Augustus C. Griffin, certify that:

1. I have reviewed this annual report on Form 10-K/A of MGP Ingredients, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 24, 2017

/s/ Augustus C. Griffin

Augustus C. Griffin,
President and Chief Executive Officer

CERTIFICATION

I, Thomas K. Pigott, certify that:

1. I have reviewed this annual report on Form 10-K/A of MGP Ingredients, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 24, 2017

/s/ Thomas K. Pigott

Thomas K. Pigott,
Vice President, Finance and Chief Financial Officer