

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person *<br><u>Seaberg Karen</u><br><br>(Last) (First) (Middle)<br><u>20073 266TH ROAD</u><br><br>(Street)<br><u>ATCHISON KS 66002</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MGP INGREDIENTS INC [ MGPI ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/03/2022</u>              |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           |   |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                     |   |  |   |
| Common Stock                    | 10/03/2022 <sup>(1)</sup>            |  | S                              |   | 4,000   | D          | \$106.4276 <sup>(2)</sup> | 2,301,266   | I  | by Cray MGP Holdings LP                               |
| Common Stock                    | 10/04/2022 <sup>(1)</sup>            |  | S                              |   | 2,254   | D          | \$110.5813 <sup>(3)</sup> | 2,299,012   | I  | by Cray MGP Holdings LP                               |
| Common Stock                    | 10/03/2022 <sup>(1)</sup>            |  | S                              |   | 472   | D          | \$105.9984 <sup>(4)</sup> | 61,067  | I  | by GST trust for LM                                   |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 89,837  | I  | by IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 400,521   | I  | By Seaberg MGP Holdings                               |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 62,823  | I  | by GST trust for MH                                   |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 2,287   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 170,310   | I  | by trust  |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 59,188  | I  | Cloud Cray Family Trust                               |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- The transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2022, as amended June 3, 2022.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$104.975 to \$108.555, 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.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$108.74 to \$111.46, 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.
- The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$104.85 to \$107.9701, 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 4.

**Remarks:**

/s/ Allison Hardy, Attorney in Fact 10/05/2022  
for Karen Seaberg

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**