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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Seaberg Karen</u>  (Last) (First) (Middle) <u>20073 266TH ROAD</u>  (Street) <u>ATCHISON KS 66002</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MGP INGREDIENTS INC [ MGPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/05/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/05/2023		J/K <sup>(1)</sup>		50,844 <sup>(1)(2)</sup>	D	(1)	2,208,805	I	By Cray MGP Holdings LP
Common Stock	09/05/2023		J/K <sup>(1)</sup>		50,839 <sup>(1)(3)</sup>	D	(1)	2,157,966	I	By Cray MGP Holdings LP
Common Stock	09/05/2023		S		853	D	\$117.22 <sup>(4)</sup>	159,732 <sup>(5)</sup>	I	by Trust
Common Stock								87,878	I	by IRA
Common Stock								55,698	I	by GST Trust for LM
Common Stock								62,207	I	by GST Trust for MH
Common Stock								392,795	I	by Seaberg MGP Holdings

**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	Title	Amount or Number of Shares				
Forward Sale Contract (Obligation to Sell)	(1)	09/05/2023		J/K <sup>(1)</sup>			1	09/05/2023	09/05/2023	Common Stock	50,844 <sup>(1)(2)</sup>	\$0	0	I	by Cray MGP Holdings LP
Forward Sale Contract (Obligation to Sell)	(1)	09/05/2023		J/K <sup>(1)</sup>			1	09/05/2023	09/05/2023	Common Stock	50,839 <sup>(1)(3)</sup>	\$0	0	I	by Cray MGP Holdings LP

Explanation of Responses:

1. The reporting person is the sole manager of Cray Family Management, LLC ("Cray Management"), which is the general partner of Cray MGP Holdings, LP. On September 5, 2023, Cray MGP Holdings LP settled two forward sale contracts, each an obligation to deliver shares of the Issuer's common stock, that were entered into on June 7, 2023 as separate redemption agreements among Cray MGP Holdings LP, Cray Management and each of two limited partners of Cray MGP Holdings, LP. Among other things, each redemption agreement obligated or obligates, as the case may be, Cray MGP Holdings, LP to deliver to the respective redeemed limited partner a number of shares (the "Future Closing Shares") pursuant to a formula described below in three installments on specified dates in September 2023, September 2024 and September 2025. In exchange for assuming these obligations, Cray MGP Holdings, LP redeemed on September 5, 2023 all of each redeemed limited partner's ownership interest in Cray MGP Holdings, LP.

2. The number of Future Closing Shares delivered or deliverable to this redeemed limited partner on each delivery date is determined by dividing one-third of \$18,126,832.39 by the last reported sales price on the fifth trading day immediately prior to the applicable delivery date. The last reported sales price on August 28, 2023 was \$118.84.

3. The number of Future Closing Shares delivered or deliverable to this redeemed limited partner on each delivery date is determined by dividing one-third of \$18,124,909.32 by the last reported sales price on the fifth trading day immediately prior to the applicable delivery date. The last reported sales price on August 28, 2023 was \$118.84.

4. Represents a weighted average price per share. These shares were sold in multiple transactions at prices ranging from \$116.47 to \$118.58 per share. 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 sold at each separate price within the ranges set forth in this footnote. These shares were sold pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on March 14, 2023.

5. On August 29, 2023, 642 shares previously held by the reporting person directly were transferred into the reporting person's trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13. The reporting person's direct ownership of common stock was inadvertently reported as 336 shares on her Form 4 filed on August 2, 2023. However, prior to August 29, 2023, there were no changes to the reporting person's direct ownership since the Form 4 she filed on July 7, 2023, which reported timely her acquisition of 306 shares of common stock in lieu of a cash retainer in connection with the reporting person's service as a director and also disclosed a total of 642 shares of common stock in the form of direct ownership.

**Remarks:**

/s/ Karen Seaberg

09/07/2023

\*\* 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.**