

Feuerbach Mark  
 Form 3/A  
 November 29, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Feuerbach Mark</p> <p>(Last) (First) (Middle)</p> <p>259 PROSPECT PLAINS ROAD, BUILDING G, P.O. BOX 8000</p> <p>(Street)</p> <p>CRANBURY, NJ 08512</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/02/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Innophos Holdings, Inc. [IPHS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  VP-Tres, Fin Plning &amp; Analysis</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/01/2006</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,320	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to purchase Common Stock	Â (1)	04/01/2015	Common Stock	103,716	\$ 2.55	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feuerbach Mark 259 PROSPECT PLAINS ROAD, BUILDING G P.O. BOX 8000 CRANBURY, NJ 08512	Â	Â	Â VP-Tres, Fin Plning & Analysis	Â

## Signatures

/s/ Mark Feuerbach 11/29/2006

\_\_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 Amended Form 3 is being filed, in part, to account for an error of approximately 0.9% in the calculation of the number of options held by the reporting person after the Issuer's recent stock split and reclassification. The reporting person's 103,716 options include 57,044 currently exercisable options (after adjustment for the 0.9% error) disclosed on the previously filed Form 3, dated November 01, 2006, or the Original Form 3, and 46,672 options, which are not currently exercisable and which were unintentionally omitted from the Original Form 3. 20% of the reporting person's options vested on August 13, 2005 and 5% vest on January 1, April 1, July 1 and October 1 of each year over a five year period thereafter. Additionally, 10% of the reporting person's options vested on November 7, 2006, upon consummation of the Issuer's initial public offering of its common stock. Currently, 55% of the reporting person's options are by their terms vested and exercisable.

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### Remarks:

Except as outlined above, the filing of this Form shall not be deemed an admission that the reporting person is a 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.