

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **October 1, 2010**

CORN PRODUCTS INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-13397
(Commission
File Number)

22-3514823
(IRS Employer
Identification No.)

5 Westbrook Corporate Center, Westchester, Illinois
(Address of Principal Executive Offices)

60154-5749
(Zip Code)

(708) 551-2600
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On October 1, 2010, Corn Products International, Inc. (the "Company") completed its acquisition (the "Acquisition") from Akzo Nobel N.V. ("AkzoNobel") of certain business entities and assets comprising AkzoNobel's specialty starches business, commonly known as "National Starch" ("National Starch") for \$1.3 billion in cash, subject to certain post-closing adjustments.

A portion of the funds used to pay the purchase price under the Sale Agreement was borrowings under the Company's Revolving Credit Agreement, dated September 2, 2010, by and among the Company, certain lenders and JPMorgan Chase Bank, National Association, as Administrative Agent (the "Revolving Credit Agreement").

A description of the Revolving Credit Agreement and the identities of the lenders pursuant thereto are contained in the Company's Current Report on Form 8-K filed on September 9, 2010.

Item 7.01 Regulation FD Disclosure.

On October 1, 2010, the Company issued a press release announcing the completion of the Acquisition. A copy of the press release is furnished herewith as Exhibit 99.2 and is incorporated herein by reference.

The information contained in, or incorporated into, this Item 7.01, including Exhibit 99.2 attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference to such filing.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired.*

The required financial statements for National Starch called for by Item 9.01(a) were included in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2010.

(b) *Pro Forma Financial Information.*

The unaudited pro forma information reflecting Corn Products' Acquisition of National Starch is incorporated by reference to pages S-19 through S-30 of the Company's Prospectus Supplement filed September 16, 2010, SEC File No. 1-13397.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Exhibits</u>
99.1	Unaudited pro forma financial information (incorporated by reference to pages S-19 through S-30 of the Company's Prospectus Supplement filed September 16, 2010, SEC File No. 1-13397).
99.2	Press Release issued on October 1, 2010.

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CORN PRODUCTS INTERNATIONAL, INC.

Date: October 5, 2010

By: /s/ Cheryl K. Beebe
Cheryl K. Beebe
Vice President and Chief Financial Officer

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibits</u>
99.1	Unaudited pro forma financial information (incorporated by reference to pages S-19 through S-30 of the Company's Prospectus Supplement filed September 16, 2010, SEC File No. 1-13397).
99.2	Press Release issued on October 1, 2010.

4



Corn Products International, Inc.
5 Westbrook Corporate Center
Westchester, IL 60154

NEWS RELEASE

FOR IMMEDIATE RELEASE

CONTACT:

Investors: John Barry, (708) 551-2592
Media: Mark Lindley, (708) 551-2602

CORN PRODUCTS INTERNATIONAL COMPLETES ACQUISITION OF NATIONAL STARCH

WESTCHESTER, Ill., October 1, 2010 — Corn Products International (NYSE: CPO), a leading global provider of agriculturally derived ingredient solutions to diversified industries, today announced that it has completed its acquisition of National Starch, the specialty starches business of AkzoNobel N.V.

“This is an important step forward for both Corn Products and National Starch, and a tremendous opportunity for our investors, customers, suppliers and employees around the world,” said Ilene Gordon, Chairman, President and Chief Executive Officer of Corn Products International. “Today, we go to market with a broader portfolio of products, enhanced geographic reach, and the ability to partner with our customers on customized and innovative solutions. This makes Corn Products International a stronger, more diversified player in the ingredient arena. We can offer our customers a broad range of value-added ingredient solutions for a variety of their evolving needs.”

The combined company currently employs approximately 10,000 people in North America, South America, Europe, the Middle East, Africa and Asia-Pacific. It operates 37 manufacturing facilities in 15 countries; has sales offices in 29 countries, and has research and ingredient development centers in key global markets.

—more—

“National Starch is an exceptional company,” Gordon said. “It has a strong track record of developing new, innovative ingredients, and its skilled, experienced employees share Corn Products’ goals and values. We believe that, in every way, this is an ideal fit for Corn Products.”

“As we integrate these two historic companies, we are committed to bringing together the best of what each has to offer in order to build the finest ingredient solutions provider in our industry.”

ABOUT THE COMPANY:

Corn Products International is one of the world’s largest suppliers of high-quality food ingredients and industrial products derived from the wet milling and processing of starch-based materials. The Company, headquartered in Westchester, Ill., is a leading worldwide producer of dextrose and a major regional producer of starches, sweeteners and other ingredients.

Forward-Looking Statements

This news release contains or may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends these forward-looking statements to be covered by the safe harbor provisions for such statements. These statements include, among other things, any predictions regarding the Company’s prospects or future financial condition, earnings, revenues, expenses or other financial items, any statements concerning the Company’s prospects or future operations, including management’s plans or strategies and objectives therefor, expectations regarding the proposed acquisition, including synergies, time of closing, accretion and credit ratings, and any assumptions, expectations or beliefs underlying the foregoing. These statements can sometimes be identified by the use of forward looking words such as “may,” “should,” “will,” “anticipate,” “believe,” “plan,” “project,” “estimate,” “expect,” “intend,” “continue,” “pro forma,” “forecast” or other similar expressions or the negative thereof. All statements other than statements of historical facts in this news release or referred to in this news release are “forward-looking statements.” These statements are based on current expectations, but are subject to certain inherent risks and uncertainties, many of which are difficult to predict and are beyond our control. Although we believe our expectations reflected in these forward-looking statements are based on reasonable assumptions, stockholders are cautioned that no assurance can be given that our expectations will prove correct. Actual results and developments may differ materially from the expectations expressed in or implied by these statements, based on various factors, including the effects of the global economic recession and its impact on our sales volumes and pricing of our products, our ability to collect our receivables from customers and our ability to raise funds at reasonable rates; fluctuations in worldwide markets for corn and other commodities, and the associated risks of hedging against such fluctuations; fluctuations in the markets and prices for our co-products, particularly corn oil; fluctuations in aggregate industry supply and market demand; the behavior of financial markets, including foreign currency fluctuations and fluctuations in interest and exchange rates; continued volatility and turmoil in the capital markets; the commercial and consumer credit environment; general political, economic, business, market and weather conditions in the various geographic regions and countries in which we manufacture and/or sell our products; future financial performance of major industries which we serve, including, without limitation, the food and beverage, pharmaceuticals, paper, corrugated, textile and brewing industries; energy costs and availability, freight and shipping costs, changes in regulatory controls regarding quotas, tariffs, duties, taxes and income tax rates; operating difficulties; boiler reliability; our ability to effectively integrate acquired businesses; labor disputes; genetic and biotechnology issues; changing consumption

preferences and trends; increased competitive and/or customer pressure in the corn-refining industry; and the outbreak or continuation of serious communicable disease or hostilities including acts of terrorism. Factors relating to the pending acquisition that could cause

actual results and developments to differ from expectations include: the anticipated benefits of the pending acquisition, including synergies, may not be realized; the integration of National Starch's operations with those of Corn Products may be materially delayed or may be more costly or difficult than expected, and we may be unable to maintain our current credit ratings. Our forward-looking statements speak only as of the date on which they are made and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of the statement as a result of new information or future events or developments. If we do update or correct one or more of these statements, investors and others should not conclude that we will make additional updates or corrections. For a further description of these and other risks, see "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2009 and subsequent reports on Forms 10-Q or 8-K.

###

###
