

INNOSPEC INC.  
Form 3/A  
March 10, 2010

**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)

|   |         |          |   |  |   |
|---|---------|----------|---|--|---|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â TONTINE CAPITAL                         |         |          | (Month/Day/Year)  | INNOSPEC INC. [IOSP]                               |   |
| OVERSEAS MASTER FUND II, L.P.             |         |          | 02/01/2010  |  |   |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| 55 RAILROAD AVENUE                        |         |          | (Check all applicable)  |  | 02/03/2010  |
| (Street)                                  |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| GREENWICH,Â CTÂ 06830                     |         |          |   |  |   |
| (City)                                    | (State) | (Zip)    |   |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)   |
|--|--|---|--|
| Common Stock, \$0.01 par value per share | 82,362 <sup>(3)</sup> <sup>(4)</sup>                     | I   | See Footnote <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P.<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830 | ^             | ^ X       | ^       | ^     |
| TONTINE ASSET ASSOCIATES, L.L.C.<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830              | ^             | ^ X       | ^       | ^     |

## Signatures

|  |            |
|--|------------|
| Tontine Capital Overseas Master Fund II, L.P. By: its General Partner, Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 03/10/2010 |
| **Signature of Reporting Person  | Date       |
| Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell  | 03/10/2010 |
| **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 report is filed jointly by Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2") and Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA").  
 Jeffrey L. Gendell ("Mr. Gendell") is the managing member of: (a) Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), the general partner of Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ("T25") and of  
 (2) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"); (d) Tontine Capital Overseas GP, L.L.C., ("TCO"), the general partner of Tontine Capital Overseas Master Fund, a Cayman Islands limited partnership ("TMF"); and (e) TAA, the general partner of TCP 2.  
 As previously reported on a Form 3 filed on February 3, 2010, effective February 1, 2010, the filing parties reallocated ownership of Common Stock among the entities comprising the filing parties (the "Reallocation"). When giving effect solely to the Reallocation, the aggregate Common Stock ownership of the filing parties after the completion of the Reallocation is the same as the aggregate Common  
 (3) Stock ownership of the filing parties before the Reallocation. In connection with the Reallocation, shares of Common Stock owned by TMF and T25 (collectively, the "Transferred Shares") were deemed to have been distributed in kind as of February 1, 2010 to certain investors holding ownership interests in TMF and/or T25, with all of the Transferred Shares then being immediately contributed by such investors to TCP 2.  
 The number of Transferred Shares reported on the Form 3 filed on February 3, 2010 as being contributed to TCP 2 was a preliminary estimate by the filing parties. On March 2, 2010, the filing parties finalized the actual number of Transferred Shares. The number of  
 (4) Transferred Shares deemed distributed in kind by TMF is 74,653 shares of Common Stock, and deemed distributed in kind by T25 is 7,709 shares of Common Stock, with all of such shares having been immediately contributed to TCP 2.  
 TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange  
 (5) Act of 1934, as amended (the "Exchange Act"), or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2.  
 (6)

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Mr. Gendell, TCP, TCM, TMF, TCO and T25 are joint filing persons with respect to the Common Stock of the Issuer for purposes of Section 16 of the Exchange Act. TCP 2 and TAA joined with such group on a Form 4 filed on February 3, 2010 with respect to Common Stock of the Issuer, and expect to continue to file with such group for purposes of future reports filed with respect to Common Stock of the Issuer.

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.