



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

July 9, 2010

Via U.S. mail and facsimile (609) 860-0357

Mr. Randolph Gress
Chief Executive Officer
Innophos Holdings, Inc.
259 Prospect Plains Road
Cranbury, New Jersey 08512

**RE: Innophos Holdings, Inc.
Form 10-K for the fiscal year ended December 31, 2009
Filed March 8, 2010
Definitive Proxy Statement on Schedule 14A
Filed April 29, 2010
File No. 001-33124**

Dear Mr. Gress:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Pamela Long
Assistant Director