

Brokaw George R
Form 4/A
October 10, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brokaw George R

(Last) (First) (Middle)

TRAFELET BROKAW, 410 PARK
AVENUE, SUITE 1720

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ALICO INC [ALCO]

3. Date of Earliest Transaction
(Month/Day/Year)

10/03/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/05/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Executive Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 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)
Alico, Inc., Common Stock, Par Value \$1.00	10/03/2018		S	525,052 (1)	D \$ 34 3,180,405 (1)	I	By 734 Investors, LLC (2)
Alico, Inc., Common Stock, Par Value \$1.00					138,093	D	
Alico, Inc., Common					270,882	I	By Delta Offshore

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Stock, Par
Value
\$1.00

Master II,
LTD ⁽³⁾

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 27.15							09/04/2018	12/31/2026	Alico, Inc., Common Stock, Par Value \$1.00	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brokaw George R TRAFELET BROKAW 410 PARK AVENUE, SUITE 1720 NEW YORK, NY 10022	X Executive Vice Chairman

Signatures

George R.
Brokaw 10/10/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) This Form 4 amendment is filed to report the updated number of shares of Common Stock accepted by and sold to the Issuer pursuant to an issuer tender offer exempt under Rule 16b-3 as a result of the final proration factor for the Issuer's tender offer being different from the previously reported preliminary proration factor. The final proration factor for the Issuer's tender offer is 14.17%.

(2) On November 19, 2013, 734 Investors, LLC purchased 3,705,457 shares of the Company's Common Stock. 734 Agriculture, LLC is the managing member of 734 Investors, LLC. Mr. Brokaw and Remy W. Trafelet are the members of 734 Agriculture, LLC. Mr. Brokaw disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

(3) Delta Offshore Master II, LTD (the "Fund") owns 270,882 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TCBM") serves as investment manager to the Fund, and in such capacity, exercises voting and investment control over securities held for the accounts of the Fund. Trafelet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Brokaw may be deemed to have indirect beneficial ownership for the shares reported herein based on his relationship with TBCM. Mr. Brokaw disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

(4) Represents the forfeiture of stock options granted under the Stock Incentive Plan of 2015 to the reporting person on December 31, 2016 that were eligible to vest based on certain financial performance objectives. On September 4, 2018, the reporting person forfeited 187,500 options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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