

TRAFELET REMY W

Form 4

October 17, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAFELET REMY W

(Last) (First) (Middle)

C/O TRAFELET BROKAW
CAPITAL MANAGEMENT,, 410
PARK AVENUE, 17TH FLOOR

(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)

10/04/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

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 | 10/04/2018 | | A | 1,281 (1) | A \$ 33.67 | 373,982 (1) | D |
| Alico, Inc. Common Stock, Par Value \$1.00 | | | | | 3,180,405 | I | By 734 Investors, LLC (2) |
| | | | | | 350,972 | I | |

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| | | | | | | |
|---|--|---------|---|--|--|--|
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | | By RCF 2014 ⁽³⁾ |
| Alico, Inc., Common Stock, Par Value \$1.00 | | 270,882 | I | | | By Delta Offshore Master II, LTD ⁽⁴⁾ |
| Alico, Inc., Common Stock, Par Value \$1.00 | | 20,000 | I | | | By George R. Brokaw ⁽⁵⁾ |

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

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SEC 1474
(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) | |
|---|---|---|---|---|---|--|--------------------|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Purchase Common Stock | \$ 33.6 | | | | | 09/07/2018 ⁽⁶⁾ | 12/31/2026 | Alico, Inc., Common Stock, Par Value \$1.00 | 210,000 ⁽⁶⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

TRAFELET REMY W
C/O TRAFELET BROKAW CAPITAL MANAGEMENT,
410 PARK AVENUE, 17TH FLOOR
NEW YORK, NY 10022

X X President & CEO

Signatures

Remy W.

Trafelet

10/17/2018

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) These shares were granted under the Stock Incentive Plan of 2015.

Represents shares owned by 734 Investors, LLC. 734 Agriculture, LLC is the managing member of 734 Investor, LLC. The Reporting

(2) Person and George R. Brokaw are members of 734 Agriculture, LLC. The Reporting Person disclaims beneficial ownership of the Issuer's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

(3) These shares were issued as earn out consideration in connection with the Company's acquisition of 734 Citrus Holdings, LLC ("Silver Nip Citrus"). Mr. Trafelet exercises investment control over securities held by RCF Legacy 2014 LLC.

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

(4) over securities held for the accounts of the Fund. Trafelet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Trafelet is the managing member of TC and may be deemed to have indirect beneficial ownership for the shares reported herein. Mr. Trafelet disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

George R. Brokaw has entered into an agreement with 734 Investors, LLC to vote his shares as directed by 734 Investors, LLC. As noted

(5) in footnote 4, 734 Agriculture, LLC is the managing member of 734 Investors, LLC and Mr. Trafelet and George R. Brokaw are the members of 734 Agriculture, LLC.

Represents options granted under the Stock Incentive Plan of 2015. the Option Grants will vest as follows: (i) 25% of the options will vest

(6) if the price of the Company's common stock during a consecutive 20-trading period exceeds \$35.00; (ii) 25% of the options will vest if such price exceeds \$40.00; (iii) 25% of the options will vest if such price exceeds \$45.00; and (iv) 25% of the options will vest if such price exceeds \$50.00.

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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