

ALICO INC
Form 4
October 06, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(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)
10/06/2015

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)

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 (A) 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Alico, Inc., Common Stock, Par Value \$1.00 | 10/06/2015 | 10/06/2015 | A | | 691 | A | \$ 40.71 |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | | | |
| | | | | | 345,940 | (1) | D |
| | | | | | 340,197 | I | By RCF 2014 (2) |
| | | | | | 258,547 | I | |

| | | | | | | | |
|---|--|--|--|-----------|---|--|--|
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | | | By Delta Offshore Master II, LTD ⁽³⁾ |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | 3,705,457 | I | | By 734 Investors, LLC ⁽⁴⁾ |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | 20,000 | I | | By George R. Brokaw <u>⁽⁵⁾</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | 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 | | |

Signatures

Remy W.

Trafelet

10/06/2015

__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 issued under the Stock Incentive Plan of 2015. On August 20, 2015, 37,892 shares were issued as earn out consideration in connection with the Company's acquisition of 734 Citrus Holdings, LLC ("Silver Nip Citrus").

On August 20, 2015, 37,892 shares were issued as earn out consideration in connection with the Company's acquisition of 734 Citrus Holdings, LLC ("Silver Nip Citrus"). Mr. Trafelet is the sole beneficiary of a trust, RCF 2014 Legacy LLC. Mr. Trafelet disclaims beneficial ownership of the shares held by such trust except to the extent of his pecuniary interest therein.

(3) Delta Offshore Master II, LTD (the "Fund") owns 258,547 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. 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.

(4) 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. Trafelet and George R. Brokaw are members of 734 Agriculture, LLC. Mr. Trafelet disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

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

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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