#### Edgar Filing: TRAFELET REMY W - Form 4

#### TRAFELET REMY W

Form 4

October 17, 2018

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Zip)

ALICO INC [ALCO]

(Check all applicable)

C/O TRAFELET BROKAW CAPITAL MANAGEMENT., 410

(Street)

(State)

10/04/2018

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 10/04/2018

\_X\_\_ Director X 10% Owner X\_ Officer (give title Other (specify below)

President & CEO

PARK AVENUE, 17TH FLOOR

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

6. Individual or Joint/Group Filing(Check

I

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				( )	Reported	(Instr. 4)	
				(A)	Transaction(s)		

(Instr. 3 and 4) Price

Code V Amount (D)

1,281 A 373,982 (1) D

Value \$1.00

\$1.00

Alico, Inc., Common

Stock, Par

Alico, Inc. Common By 734 Stock, Par 3,180,405 I Investors, Value LLC (2)

350,972

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	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
Alico, Inc., Common Stock, Par Value \$1.00	20,000	I	By George R. Brokaw				
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			By RCF 2014 (3)				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5.

6. Date Exercisable and

7. Title and Amount of

3. Transaction Date 3A. Deemed

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	· · · · · · · · · · · · · · · · · · ·				
				Code V	of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 33.6					09/07/2018 <u>(6)</u>	12/31/2026	Alico, Inc., Common Stock, Par Value \$1.00	210,000

# **Reporting Owners**

1. Title of

Reporting Owner Name / Address Relationships

Reporting Owners 2

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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 Y President & CEO

# **Signatures**

Remy W.

Trafelet 10/17/2018
\*\*Signature of Date

Reporting Person

# **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 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 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. 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.

Signatures 3