

TRAFELET REMY W
Form 4/A
October 10, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
10/03/2018

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)
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 (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	10/03/2018		S		525,052 (1)	D	\$ 34
					3,180,405 (1)	I	
Alico, Inc., Common Stock, Par Value \$1.00					350,972	I	
					270,882	I	

By 734 Investors, LLC (2)

By RCF 2014 (3)

Alico, Inc. Common Stock, Par Value \$1.00						By Delta Offshore Master II, LTD ⁽⁴⁾
Alico, Inc., Common Stock, Par Value \$1.00				20,000	I	By George R. Brokaw <u>(5)</u>
Alico, Inc., Common Stock, Par Value \$1.00				372,701	D	

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

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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
Option to Purchase Common Stock	\$ 33.6					09/07/2018 ⁽⁶⁾	12/31/2026	Alico, Inc., Common Stock	210,000 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	President & CEO	

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

Signatures

Remy W.
Trafelet 10/10/2018
**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) 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) Represents shares owned by 734 Investors, LLC. 734 Agriculture, LLC is the managing member of 734 Investors, LLC. The Reporting 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 an earn out consideration in connection with the Company's acquisition of 734 Citrus Holdings, LLC ("Silver Nip"). Mr. Trafelet exercises investment control over securities held by RCF Legacy 2014 LLC

(4) 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. 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.

(5) George R. Brokaw has entered into an agreement with the Reporting Person to vote his shares as directed by the Reporting Person. The Reporting Person disclaims beneficial ownership of the Company's Common Stock held by George R. Brokaw except to the extent of its pecuniary interest therein.

(6) 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.

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