

TRAFELET REMY W
Form 4
January 15, 2019

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O TRAFELET & COMPANY, LLC, 410 PARK AVENUE, 17TH FLOOR

01/15/2019

President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Alico, Inc., Common Stock, Par Value \$1.00	01/15/2019		A		1,450 (1)	A	\$ 29.75
Alico, Inc., Common Stock, Par Value \$1.00					3,180,405	I	
					137,752	I	

By 734 Investors, LLC (3)

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Alico, Inc., Common Stock, Par Value \$1.00						By RCF 2014 ⁽⁴⁾
Alico, Inc., Common Stock, Par Value \$1.00				191,060	I	By Delta Offshore Master II, LTD ⁽⁵⁾
Alico, Inc., Common Stock, Par Value \$1.00				20,000	I	By George R. Brokaw ⁽⁶⁾

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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount of Number of Shares
Option to Purchase Common Stock	\$ 27.15	12/31/2016		A	300,000	⁽⁷⁾ 12/31/2021	Alico, Inc., Common Stock, Par Value \$1.00	300,000
Option to Purchase Common Stock	\$ 33.6	09/07/2018		A	210,000	⁽⁸⁾ 12/31/2026	Alico, Inc., Common Stock, Par Value \$1.00	210,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAFELET REMY W C/O TRAFELET & COMPANY, LLC 410 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022	X	X	President & CEO	

Signatures

Remy W.
Trafelet 01/15/2019

**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.
- Since the date of the Reporting Person's last ownership report, the Reporting Person transferred 213,220 shares of the Company's Common Stock directly held by the Reporting Person and 213,220 shares of the Company's Common Stock directly held by RCF Legacy 2014 LLC pursuant to a domestic relations order, settlement of these transfers is pending as of the date hereof. The Reporting Person no longer reports as beneficially owned any securities transferred pursuant to such domestic relations order.
- (2) Represents shares owned by 734 Investors, LLC ("734 Investors"). 734 Agriculture, LLC ("734 Agriculture") is the managing member of 734 Investors. Pursuant to a stipulated status quo order agreed to by the parties to a lawsuit in the Delaware Court of Chancery captioned In re 734 Investors, LLC Litigation, Consol. C.A. No. 2018-0844-JTL, 734 Agriculture may not take any actions outside of the ordinary course of business of 734 Investors without the consent of two-thirds of the membership interests of 734 Investors, including exercising any voting rights with respect to any shares of the Issuer's Common Stock beneficially owned by 734 Investors. The Reporting person and George R. Brokaw are members of 734 Agriculture. The Reporting Person disclaims beneficial ownership of the Issuer's Common Stock held by 734 Investors 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. Mr. Trafelet exercises investment control over securities held by RCF Legacy 2014 LLC.
- Delta Offshore Master II, LTD (the "Fund") owns 191,060 shares of the Company's Common Stock, Trafelet & Company LLC ("TC") serves as the general partner of the investment manager to the Fund that exercises voting and investment control over securities held for the accounts of the Fund. Mr. Trafelet is the managing member of TC and may be deemed to have indirect beneficial ownership for 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) George R. Brokaw has entered into an agreement with 734 Investors, to vote his shares as directed by 734 Investors. As noted in footnote 3, 734 Agriculture, is the managing member of 734 Investors, and Mr. Trafelet and George R. Brokaw are members of 734 Agriculture.
- 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-day trading period exceeds \$60.00; (ii) 25% of the options will vest if the price of the Company's Common Stock during a consecutive 20-day trading period exceeds \$75.00; (iii) 25% of the options will vest if the price of the Company's Common Stock during a consecutive 20-day trading period exceeds \$90.00; and (iv) 25% of the options will vest if the price of the Company's Common Stock during a consecutive 20-day trading period exceeds \$105.00.
- (5) 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-day trading period exceeds \$35.00; (ii) 25% of the options will vest if the price of the Company's Common Stock during a consecutive 20-day trading period exceeds \$40.00; (iii) 25% of the options will vest if the price of the Company's Common Stock during a consecutive 20-day trading period exceeds \$45.00; and (iv) 25% of the options will vest if the price of the Company's Common Stock during a consecutive 20-day trading period exceeds \$50.00.
- (6)

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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