

ALICO INC
Form 4
March 23, 2015

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

OMB
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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)

03/19/2015

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Alico, Inc., Common Stock, Par Value \$1.00	03/19/2015	03/19/2015	P		3,800	A	\$ 45.8733	123,980	I	By Delta Offshore Master II, LTD ⁽¹⁾
Alico, Inc., Common Stock, Par Value	03/20/2015	03/20/2015	P		823	A	\$ 46.9755	124,803	I	BY Delta Offshore Master II, LTD ⁽¹⁾

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\$1.00

Alico,
Inc.,
Common
Stock, Par
Value
\$1.00

3,705,457

I

BY 734
Investors,
LLC ⁽²⁾

Alico,
Inc.,
Common
Stock, Par
Value
\$1.00

20,000

I

By George
R. Brokaw
⁽³⁾

Alico,
Inc.,
Common
Stock, Par
Value
\$1.00

302,305

I

By RCF
2014
Legacy
LLC ⁽⁴⁾

Alico,
Inc.,
Common
Stock, Par
Value
\$1.00

306,196

D ⁽⁵⁾

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

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.

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

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.

Trafélet

03/23/2015

____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) On March 19, 2015, Delta Offshore Master II, LTD (the "Fund") purchased 3,800 shares of the Company's Common Stock and March 20, 2015 the Fund purchased 823 shares of the Company's Common Stock. Trafélet 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. Trafélet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Trafélet is the managing member of TC and may be deemed to have indirect beneficial ownership for the shares reported herein. Mr. Trafélet disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

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

(3) 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 2, 734 Agriculture, LLC is the managing member of 734 Investors, LLC and Mr. Trafélet and George R. Brokaw are the members of 734 Agriculture, LLC.

(4) Mr. Trafélet is the sole beneficiary of a trust, RCF 2014 Legacy LLC. Mr. Trafélet disclaims beneficial ownership of the shares held by such trust except to the extent of his pecuniary interest therein. These shares were transferred by 734 Agriculture, LLC to RCF 2014 Legacy LLC in connection with 734 Agriculture's distribution to its members in accordance with its operating agreement.

(5) 302,305 of these shares were received by Mr. Trafélet in connection with 734 Agriculture's distribution to its members in accordance with its operating agreement.

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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