

JORDAN BRUCE ALAN

Form 4

August 03, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JORDAN BRUCE ALAN

2. Issuer Name **and** Ticker or Trading  
Symbol  
FRESH DEL MONTE PRODUCE  
INC [FDP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O FRESH DEL MONTE  
PRODUCE INC., P.O. BOX 149222

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, General Counsel and Secy

(Street)  
CORAL GABLES, FL 33114

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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)
Ordinary Shares	08/01/2017 <sup>(1)</sup>		M	(A) or (D) Amount 4,116 <sup>(2)</sup>	\$ 0 4,116	D	
Ordinary Shares	08/01/2017 <sup>(1)</sup>		S	(A) or (D) Amount 1,619 <sup>(3)</sup>	\$ 2,497 47.6	D	

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

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SEC 1474  
(9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(4)</sup>	\$ 40.03	08/01/2017 <sup>(1)</sup>		M		2,044		<sup>(4)</sup>	<sup>(5)</sup>	Ordinary Shares	2,044
Restricted Stock Units <sup>(6)</sup>	\$ 29.99	08/01/2017 <sup>(1)</sup>		M		2,072		<sup>(6)</sup>	<sup>(5)</sup>	Ordinary Shares	2,072

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JORDAN BRUCE ALAN C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	SVP, General Counsel and Secy

## Signatures

/s/ Marissa R. Tenazas, Attorney-in-fact for Bruce Alan Jordan 08/03/2017

\_\_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) Transaction Date reflects the date on which the Sell to Cover and conversion of the shares which vested on July 29, 2017 and July 30, 2017 occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the Restricted Stock Options (RSUs) listed in Table II.
- (3) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

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- RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right
- (4) to receive one ordinary share of FDP. The remaining RSUs will vest in two equal annual installments on each of 7/29/2018 and 7/29/2019.
  - (5) RSUs do not have an expiration date.
  - (6) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right to receive one ordinary share of FDP. The remaining RSUs vest in 7/30/2018.

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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