

Tenazas Marissa R
Form 4
August 08, 2018

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 *
Tenazas Marissa R

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2018

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP Corporate Human Resources

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

CORAL GABLES, FL 33114

(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	08/06/2018 ⁽¹⁾		M	Amount 2,048 ⁽²⁾	(A) or (D) A \$ 0 5,713	D	
Ordinary Shares	08/06/2018 ⁽¹⁾		S	792 ⁽³⁾	D \$ 37.43 4,921	D	
Ordinary Shares	08/06/2018 ⁽¹⁾		M	1,429 ⁽²⁾	A \$ 0 2,731	I	Held by Spouse
Ordinary Shares	08/06/2018 ⁽¹⁾		S	157 ⁽³⁾	D \$ 37.04 2,574	I	Held by Spouse
Ordinary Shares	08/06/2018 ⁽¹⁾		S	396 ⁽³⁾	D \$ 37.43 2,177	I	Held by Spouse

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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)		8. Pri Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ⁽⁴⁾	\$ 36.89	08/06/2018 ⁽¹⁾		M		405		⁽⁴⁾	⁽⁵⁾	Ordinary Shares	405	\$
Restricted Stock Units ⁽⁴⁾	\$ 37.55	08/06/2018 ⁽¹⁾		M		2,048		⁽⁶⁾	⁽⁵⁾	Ordinary Shares	2,048	\$
Restricted Stock Units ⁽⁶⁾	\$ 37.55	08/06/2018 ⁽¹⁾		M		1,024		⁽⁶⁾	⁽⁵⁾	Ordinary Shares	1,024	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tenazas Marissa R C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	SVP Corporate Human Resources

Signatures

/s/ Richard Contreras, Attorney-in-fact for Marissa R.
Tenazas

08/08/2018

 **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 reflect the dates on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on August 02, 2018 and August 03, 2018, occurred.

(2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs listed in Table II.

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.

(3) RSUs 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 will vest in three equal annual installment on each of 8/02/2019, 8/02/2020, and 8/02/2021.

(4) RSUs do not have an expiration date.

(5) 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. RSUs will vest in two equal annual installments on each of 8/03/2019 and 8/03/2020.

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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