

Luty Helmuth  
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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Luty Helmuth

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.

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

08/06/2018

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

SVP, Network Shipping & Ops

(Street)

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

PO BOX 149222, FL 33114

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Ordinary<br>Shares                    | 08/06/2018 <sup>(1)</sup>               |   | M                                       | Amount<br><u>1,019</u><br><sup>(2)</sup>                            | A \$ 0 2,846   | D  |   |
| Ordinary<br>Shares                    | 08/06/2018 <sup>(1)</sup>               |   | S                                       | 96 <sup>(3)</sup>   | D \$ 37.04 2,750   | D  |   |
| Ordinary<br>Shares                    | 08/06/2018 <sup>(1)</sup>               |   | S                                       | 145 <sup>(3)</sup>  | D \$ 37.43 2,605   | D  |   |

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                          |
| Restricted Stock Units                     | \$ 36.89   | 08/06/2018 <sup>(1)</sup>            |  | M                              | 405   | <sup>(4)</sup> <sup>(5)</sup>                            | Ordinary Shares   | 405 \$ 0  |
| Restricted Stock Units                     | \$ 37.55   | 08/06/2018 <sup>(1)</sup>            |  | M                              | 614   | <sup>(6)</sup> <sup>(5)</sup>                            | Ordinary Shares   | 614 \$ 0  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Luty Helmuth<br>C/O FRESH DEL MONTE PRODUCE INC.<br>PO BOX 149222, FL 33114 |               |           | SVP, Network Shipping & Ops |       |

## Signatures

/s/ Richard Contreras, Attorney-in-fact for Helmuth Luty 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 reflects the date on which the Sell to Cover and conversion of the RSUs, which vested on 8/02/2018 and 8/03/2018, occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the Restricted Stock Units (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

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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.

Restricted Stock Units (RSUs) are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU

- (4) represents a contingent right to receive one ordinary share of FDP. The remaining RSUs will vest in three equal annual installments on each of 8/02/2019, 8/02/2020, and 8/02/2021.

- (5) RSUs do not have an expiration date.

Restricted Stock Units (RSUs) are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSUs

- (6) represents a contingent right to receive one ordinary share of FDP. The remaining 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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