

Brokaw George R
Form 4
October 15, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brokaw George R

(Last) (First) (Middle)

33 EAST 70TH STREET

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2018

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)

Executive Vice Chairman

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 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) |
|---|---|---|--------------------------------------|---|--|--|---|
| Alico, Inc., Common Stock, Par Value \$1.00 | 10/04/2018 | | A | 891 | A \$ 33.67 | 138,984 ⁽¹⁾ | D |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | 3,180,405 | I | By 734 Investors, LLC ⁽²⁾ |
| Alico, Inc., Common | | | | | 270,882 | I | By Delta Offshore |

Edgar Filing: Brokaw George R - Form 4

Stock, Par
Value
\$1.00

Master II,
LTD ⁽³⁾

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. |
|---|---|---|---|---|---|--|--------------------|---|----------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Options to Purchase Common Stock | \$ 27.15 | | | | | 09/04/2018 | 12/31/2026 | Alico, Inc., Common Stock, Par Value \$1.00 | 187,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Brokaw George R 33 EAST 70TH STREET NEW YORK, NY 10021 | X Executive Vice Chairman |

Signatures

George R.
Brokaw 10/15/2018

**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) These shares were issued under the Stock Incentive Plan of 2015

Represents shares owned by 734 Investors, LLC. 734 Agriculture, LLC is the managing member of 734 Investor, LLC. The Reporting

(2) Person and Remy W. Trafelet are members of 734 Agriculture, LLC. The Reporting Person disclaims beneficial ownership of the Issuer's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

Delta Offshore Master II, LTD (the "Fund") owns 270,882 shares of the Company's Common Stock. Trafelet Brokaw Capital

Management, L.P. ("TCBM") serves as investment manager to the Fund, and in such capacity, exercises voting and investment control

(3) over securities held for the accounts of the Fund. Trafelet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Brokaw may be deemed to have indirect beneficial ownership for the shares reported herein based on his relationship with TBCM. Mr. Brokaw disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

Represents the forfeiture of stock options granted under the Stock Incentive Plan of 2015 to the reporting person on December 31, 2016

(4) that were eligible to vest based on certain financial performance objectives. On September 4, 2018, the reporting person forfeited 187,500 options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.