

TRAFELET REMY W  
Form 4  
September 11, 2018

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(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)  
09/04/2018

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)  
President & CEO

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 Ownership (Instr. 4)   |
|---|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
|   |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                     |
| Alico, Inc., Common Stock, Par Value \$1.00 |                                      |  |                                |   | 372,701   | D  |                                     |
| Alico, Inc., Common Stock, Par Value \$1.00 |                                      |  |                                |   | 3,705,457   | I  | By 734 Investors LLC <sup>(1)</sup> |
| Alico, Inc., Common Stock, Par Value \$1.00 |                                      |  |                                |   | 350,972   | I  | By RCF 2014 <sup>(2)</sup>          |

Value \$1.00

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

270,882 I

By Delta  
Offshore  
Master II,  
LTD <sup>(3)</sup>

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

20,000 I

By George  
R. Brokaw  
<sup>(4)</sup>

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Option to Purchase Common Stock            | \$ 33.6  | 09/04/2018                           |  | A                              | 210,000   | 09/07/2018 <sup>(5)</sup> 12/31/2026                     | Alico, Inc. Common Stock 210,000                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| TRAFELET REMY W<br>C/O TRAFELET BROKAW CAPITAL MANAGEMENT,<br>410 PARK AVENUE, 17TH FLOOR<br>NEW YORK, NY 10022 | X             | X         | President & CEO |       |

## Signatures

Remy W.  
Trafelet 09/11/2018

<sup>(1)</sup>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 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. Trafelet and George R. Brokaw are members of 734 Agriculture, LLC. Mr. Trafelet disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

(2) These shares were issued as earn out consideration in connection with the Company's acquisition of 734 Citrus Holdings, LLC ("Silver Nip Citrus"). Mr. Trafelet exercises investment control over securities held by RCF Legacy 2014 LLC.

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

(4) 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 4, 734 Agriculture, LLC is the managing member of 734 Investors, LLC and Mr. Trafelet and George R. Brokaw are the members of 734 Agriculture, LLC.

(5) Represents options granted under the Stock Incentive Plan of 2015. The Option Grants will vest as follows: (i) 25% of the options will vest if the price of the Company's common stock during a consecutive 20-trading period if such price exceeds \$35.00; (ii) 25% of the options will vest during a consecutive 20-trading period if such price exceeds \$40.00; (iii) 25% of the options will vest during a consecutive 20-trading period if such price exceeds \$45.00; and (iv) 25% of the options will vest during a consecutive 20-trading period if such price exceeds \$50.00.

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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