

Brokaw George R
Form 4
January 15, 2019

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 *
Brokaw George R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
33 EAST 70TH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

NEW YORK, NY 10021

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Alico, Inc., Common Stock, Par Value \$1.00	01/15/2019		A	(1)	\$ 29.75	D	
Alico, Inc., Common Stock, Par Value \$1.00					3,180,405	I	By 734 Investors, LLC (2)

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)	Amount or Number of Shares
Option to Purchase Common Stock	\$ 27.15	12/31/2016		A	37,500	<u>(3)</u> 12/31/2026	Alico, Inc., Common Stock, Par Value \$1.00	37,500

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 01/15/2019

**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 granted under the Stock Incentive Plan of 2015.
- (2) Represents shares owned by 734 Investors, LLC ("734 Investors"). 734 Agriculture, LLC ("734 Agriculture") is the managing member of 734 Investors. Pursuant to a stipulated status quo order agreed to by the parties to a lawsuit in the Delaware Court of Chancery captioned In re 734 Investors, LLC Litigation, Consol. C.A. No. 2018-0844-JTL, 734 Agriculture may not take any actions outside of the ordinary course of business of 734 Investors without the consent of two-thirds of the membership interests of 734 Investors, including exercising any voting rights with respect to any shares of the Issuer's Common Stock beneficially owned by 734 Investors. The Reporting person and

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

(3) The option grant will vest if the price of the Company's common stock during a consecutive 20-day trading period exceeds \$60.00.

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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