

ALICO INC

Form 4

December 22, 2014

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
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2015
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(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)
12/19/2014

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)

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) |
|---|---|---|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Alico, Inc., Common Stock, Par Value \$1.00 | 12/19/2014 | 12/19/2014 | P | | 38,922 | A | \$ 46.86 |
| | | | | | 38,922 | | |
| | | | | | | | |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | 3,329 | | |
| | | | | | | | |
| | | | | | 3,705,457 | | |

By Delta
Offshore
Master, II,
LTD ⁽¹⁾

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

By 734
Investors,
LLC ⁽²⁾

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

20,000 I

By George
R. Brokaw
⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TRAFELET REMY W
C/O TRAFELET BROKAW CAPITAL MANAGEMENT,
410 PARK AVENUE, 17TH FLOOR
NEW YORK, NY 10022

X X

Signatures

Remy W.
Trafelet

12/22/2014

Date

__Signature of
Reporting Person

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 December 19, 2014, Delta Offshore Master II, LTD (the "Fund") purchased 38,922 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TBCM") serves as investment manger 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 of the shares reported herein. Mr. Trafelet disclaims beneficial ownership of the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

(2) 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 the 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.

(3) 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 foot note 2, 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. Mr. Trafelet disclaims beneficial ownership of the Company's Common Stock held by George R. Brokaw except to the extent of his pecuniary interest therein.

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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