

ALICO INC  
Form 4  
March 02, 2016

**FORM 4**

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

OMB APPROVAL

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**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

(Last) (First) (Middle)  
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)  
02/29/2016

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) |
|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Alico, Inc., Common Stock, Par Value \$1.00 | 02/29/2016                           | 02/29/2016                                         | P                              | 972 A                                                             | \$ 23,9158 259,519                                                                            | I                                                        | By Delta Offshore Master II, LTD <sup>(1)</sup>       |
| Alico, Inc., Common Stock, Par Value \$1.00 | 03/01/2016                           | 03/01/2016                                         | P                              | 1,771 A                                                           | \$ 24,3843 261,290                                                                            | I                                                        | By Delta Offshore Master II, LTD <sup>(1)</sup>       |

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|                                                            |            |            |   |       |   |               |           |   |                                                          |
|------------------------------------------------------------|------------|------------|---|-------|---|---------------|-----------|---|----------------------------------------------------------|
| Alico,<br>Inc.,<br>Common<br>Stock, Par<br>Value<br>\$1.00 | 03/02/2016 | 03/02/2016 | P | 3,692 | A | \$<br>24.8418 | 264,982   | I | By Delta<br>Offshore<br>Master II,<br>LTD <sup>(1)</sup> |
| Alico,<br>Inc.,<br>Common<br>Stock, Par<br>Value<br>\$1.00 |            |            |   |       |   |               | 127,768   | D |                                                          |
| Alico,<br>Inc.,<br>Common<br>Stock, Par<br>Value<br>\$1.00 |            |            |   |       |   |               | 3,705,457 | I | By 734<br>Investors,<br>LLC <sup>(2)</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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Code                                                           | V (A) (D)                                                                 |                                                     |                                                                             |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             | X         |         |       |

Brokaw George R  
410 PARK AVENUE 17TH FLOOR  
NEW YORK, NY 10022

## Signatures

George R.  
Brokaw

03/02/2016

\*\*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).

On February 29, 2016, Delta Offshore Master II, LTD (the "Fund") purchased 972 shares of the Company's Common Stock, on March 1, 2016 the Fund purchased 1,771 shares of the Company's Common Stock and on March 2, 2016 the Fund purchased 3,692 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TCBM") serves as investment manager to the Fund, and in

(1) 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. 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.

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. Brokaw and Remy W. Trafelet are the members of 734 Agriculture, LLC. Mr. Brokaw

(2) disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC 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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