

ALICO INC
Form 4
March 02, 2015

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
(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)
02/28/2015

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	02/28/2015	02/28/2015	A		691,428	A	Ⓛ	691,428	I	By 734 Agriculture, LLC
Alico, Inc., Common Stock, Par Value \$1.00								91,065	I	By Delta Offshore Master II, LTD (2)

Alico, Inc., Common Stock, Par Value \$1.00	3,705,457	I	By 734 Investors, LLC ⁽³⁾
Alico, Inc., Common Stock, Par Value \$1.00	24,149	D	

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brokaw George R 410 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

George R.
Brokaw

03/02/2015

__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).

The shares were issued to 734 Agriculture, LLC in connection with the Company's acquisition of 734 Citrus Holdings, LLC ("Silver Nip Citrus") which was completed on February 28, 2015 (the "Merger"). The shares reported above were issued to 734 Agriculture, LLC as consideration for its membership interests in Silver Nip Citrus. Mr. Brokaw and Remy W. Trafelet are the members of 734 Agriculture, LLC. Mr. Brokaw disclaims beneficial ownership of the Company's Common Stock held by 734 Agriculture, LLC except to the extent of his pecuniary interest therein.

(1) Delta Offshore Master II, LTD (the "Fund") owns 91,065 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TBCM") 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 ("TLC") serves as the general partner of TBCM. Mr. Brokaw may be deemed to have indirect beneficial ownership of the shares reported herein based on his relationship with TBCM. Mr. Brokaw 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. Brokaw and Remy W. Trafelet are the members of 734 Agriculture, LLC. Mr. Brokaw 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. 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.