

Brokaw George R
Form 4
October 05, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brokaw George R

(Last) (First) (Middle)

DISH NETWORK
CORPORATION, 9601 S
MERIDIAN BLVD

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2018

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)

Executive Vice Chairman

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 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	10/03/2018		S	524,795 (1)	D \$ 34 3,180,662	I	By 734 Investors, LLC (2)
Alico, Inc., common Stock, Par Value \$1.00					138,093	D	
					270,882	I	

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

By Delta
Offshore
Master II,
LTD ⁽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. I. De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to Purchase Common Stock	\$ 27.15					09/04/2018	12/31/2026	Alico, Inc., Common Stock, Par Value \$1.00	187,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brokaw George R DISH NETWORK CORPORATION 9601 S MERIDIAN BLVD ENGLEWOOD, CO 80112	X		Executive Vice Chairman	

Signatures

George R.
Brokaw 10/04/2018

__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) Represents sale of shares to Issuer pursuant to an issuer tender offer exempt under Rule 16b-3. On Oct. 4, 2018, Issuer announced that Issuer's tender offer expired at the end of day on Oct. 3, 2018 and was oversubscribed and that the preliminary proration factor, which may be modified, was approximately 14.16%. The number of shares shown as sold is based on application of this preliminary proration factor. The final number of shares to be purchased pursuant to Issuer's tender offer by applying the final proration factor will be announced following the completion of such determinations by the depository. Upon such final announcement, if the actual number of shares purchased by Issuer that are to be reported by the Reporting Person is different from what is reported in this filing, the Reporting Person will file an amendment to the Form 4 reporting the updated number of shares sold in the tender offer and the updated remaining number of beneficially owned thereafter.

(2) Represents shares owned by 734 Investors, LLC. 734 Agriculture, LLC is the managing member of 734 Investor, LLC. The Reporting Person and Remy W. Trafelet are members of 734 Agriculture, LLC. The Reporting Person disclaims beneficial ownership of the Issuer's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

(3) Delta Offshore Master II, LTD (the "Fund") owns 270,882 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 ("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.

(4) Represents the forfeiture of stock options granted under the Stock Incentive Plan of 2015 to the reporting person on December 31, 2016 that were eligible to vest based on certain financial performance objectives. On September 4, 2018, the reporting person forfeited 187,500 options.

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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