

734 Agriculture, LLC
 Form 4
 October 05, 2018

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 *
 734 Agriculture, LLC

(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)
 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)

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 |
| Common Stock | 10/03/2018 | | S | | 524,795 (1) | D | \$ 34 |
| | | | | | 3,180,662 | I | (1) |
| Common Stock | | | | | 20,000 | I | |

By 734 Investors, LLC (2)
 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)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 734 Agriculture, LLC 410 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022 | X | X | | |

Signatures

734 Agriculture, LLC, by: /s/ Remy W. Trafelet, manager 10/05/2018

__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 the 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 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 this Form 4 reporting the updated number of shares sold in the tender offer and the updated remaining number beneficially owned thereafter.
- (2) The Reporting Person is the managing member of 734 Investors, LLC. The Reporting Person disclaims beneficial ownership of the Common Stock held by 734 Investors, LLC except to the extent of its pecuniary interest therein.
- (3) George R. Brokaw has entered into an agreement with 734 Investors, LLC to vote his shares as directed by the 734 Investors, LLC. The Reporting Person disclaims beneficial ownership of the Company's Common Stock held by George R. Brokaw except to the extent of its 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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