Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form 4

FRESH DEL MONTE PRODUCE INC Form 4 August 08, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Tenazas Marissa R Issuer Symbol FRESH DEL MONTE PRODUCE (Check all applicable) INC [FDP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O FRESH DEL MONTE 08/04/2016 SVP Corporate Human Resources PRODUCE INC., P.O. BOX 149222 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CORAL GABLES, FL 33114 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Ordinary 2.000\$0 08/04/2016(1) Μ A 9.991 D (2) Shares Ordinary 08/04/2016(1) S 532⁽³⁾ D 9,459 D 59.67 Shares Ordinary 1.000 Held by 08/04/2016(1) Μ A \$0 3,745 Ι (2) Shares Spouse Ordinary Held by S 267 (3) D Ι 08/04/2016(1) 3.478 59.67 Shares Spouse Ordinary

Μ

5.000

Α

14,459

D

08/05/2016

Shares

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Ordinary Shares	08/05/2016	М	5,000	А	\$ 28.09	19,459	D	
Ordinary Shares	08/05/2016	М	2,000	А	\$ 24.29	5,478	Ι	Held by Spouse
Ordinary Shares	08/05/2016	М	1,000	А	\$ 28.01	6,478	Ι	Held by Spouse
Ordinary Shares	08/05/2016	S	4,251	D	\$ 60.2 (4)	2,227	I	Held by Spouse
Ordinary Shares	08/05/2016	S	13,506	D	\$ 60.42 (4)	5,953	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number prof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (5)	\$ 59.83	08/04/2016 <u>(1)</u>		М	2,000	(5)	(6)	Ordinary Shares	2,000
Restricted Stock Units (5)	\$ 59.83	08/04/2016 <u>(1)</u>		М	1,000	(5)	(6)	Ordinary Shares	1,000
Employee Stock Options (Right to Buy)	\$ 24.29	08/05/2016		М	5,000	(7)	08/01/2022	Ordinary Shares	5,000
Employee Stock	\$ 28.09	08/05/2016		М	5,000	(8)	07/31/2023	Ordinary Shares	5,000

8 D S (]

Options (Right to Buy)								
Employee Stock Options (Right to Buy)	\$ 24.29	08/05/2016	М	2,000	<u>(7)</u>	08/01/2022	Ordinary Shares	2,000
Employee Stock Options (Right to Buy)	\$ 28.01	08/05/2016	М	1,000	<u>(9)</u>	07/31/2023	Ordinary Shares	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tenazas Marissa R C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114			SVP Corporate Human Resources				
Signatures							
/s/ Bruce Jordan, Attorney-in-fact for Marissa R.		08/08/2016					

Tenazas

**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).
- Transaction Date reflects the date on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on (1)8/3/2016 occurred.
- Represents the number of ordinary shares that were acquired in connection with the settlement of the restricted stock units listed in Table (2) П

Date

Represents the number of shares required to be sold by he reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the (3) satisfaction of tax witholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the

This represents the weighted average sales price of the shares. The shares were sold at a price ranging from \$60.19 to \$60.83. Mr. and (4) Mrs. Tenazas will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc. complete information regarding the number of shares sold at each price within the range.

RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right (5) to receive one ordinary share of FDP. The RSUs vest in five equal annual installments of which four are remaining on each of 8/3/2017, 8/3/2018, 8/3/2019 and 8/3/2020.

- (6) RSUs do not have an expiration date.
- (7) The option is currently exercisable with respect to all shares.

Reporting Owners

reporting person.

- (8) The option is currently exercisable with respect to 5,000 shares and will become exercisable with respect to an additional 5,000 shares on 7/31/2017.
- (9) The option is currently exercisable with respect to 1,000 shares and will become exercisable with respect to an additional 1,000 shares on 7/31/2017.

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.