

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |  |  |   |  |
|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>Brokaw George R |  | 2. Issuer Name and Ticker or Trading Symbol<br>ALICO INC [ALCO]    |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Vice Chairman |  |
| (Last) (First) (Middle)<br>410 PARK AVENUE, 17TH FLOOR       |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/31/2018     |  |   |  |
| (Street)<br>NEW YORK, NY 10022                               |  | 4. If Amendment, Date Original Filed(Month/Day/Year)<br>07/03/2018 |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)   |  |  |  |   |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3)         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |                                   |
|--|---|---|-----------------------------------|---|--|------------|-------|--|---|--|-----------------------------------|
|  |   |   | Code                              | V | Amount   | (A) or (D) | Price |  |   |  |                                   |
| Alico Inc., Common Stock, Par Value \$1.00 | 07/31/2018                              | 07/31/2018  | A                                 |   | 952  | (1)        | A     | \$ 31.50   | 138,093   | D  |                                   |
| Alico Inc., Common Stock, Par Value \$1.00 |   |   |                                   |   |  |            |       |  | 3,705,457   | I  | by 734 Investors LLC (2)          |
| Alico Inc., Common Stock, Par Value \$1.00 |   |   |                                   |   |  |            |       |  | 270,882   | I  | Delta Offshore Master II, LTD (3) |

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. 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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|---|-----|--|---|---|---|---|
|   |  |   |   | Code                              | V |  | (A)   | (D) |  |   |   |   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Brokaw George R<br>410 PARK AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10022 | X             |           | Vice Chairman |       |

# Signatures

|  |  |                     |
|--|--|---------------------|
| George R. Brokaw                               |  | 07/31/2018          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## 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) The Reporting Person's original Form 4 for this transaction, filed on July 3, 2018 is being amended by this Form 4 amendment to correct the number of shares of common stock acquired by the Reporting Person which was inadvertently reported as 958 shares and the correct number of shares acquired is 952.

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.

(2) Delta Offshore Master II, LTD (the "Fund") owns 270,882 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TCBM") 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.

### Remarks:

These shares were issued under the Stock Incentive Plan of 2015.

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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