

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)**

(Amendment No. 11)*

ALICO, INC.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

016230 10-4

(CUSIP Number)

JD Alexander
Atlantic Blue Group, Inc.
122 East Tillman Avenue
Lake Wales, Florida 33853
Telephone: (863) 679-9595

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copy to:

Charles W. Mulaney, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 407-0700

January 20, 2009

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are sent.

(Continued on following pages)

(Page 1 of 8 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1	NAME OF REPORTING PERSON ATLANTIC BLUE GROUP, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO, BK, WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION FL	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 3,725,457 (See Item 5)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 3,725,457 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,725,457 (See Item 5)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 50.5% (See Item 5)	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON ALICO HOLDING, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO, BK, WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION NV		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	3,725,457 (See Item 5)
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	3,725,457 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,725,457 (See Item 5)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 50.5% (See Item 5)		
14	TYPE OF REPORTING PERSON OO		

This Amendment No. 11 (this "Amendment No. 11") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on March 2, 2004 (the "Schedule 13D"), by Atlantic Blue Group, Inc., f/k/a Atlantic Blue Trust, Inc., a Florida corporation ("ABG"), and Alico Holding, LLC, a Nevada limited liability company ("Holding"), as such original filing was amended and supplemented by Amendment No. 1, filed on August 26, 2004; Amendment No. 2, filed on October 15, 2004; Amendment No. 3, filed on December 22, 2004; Amendment No. 4, filed on February 3, 2005; Amendment No. 5, filed on March 22, 2005; Amendment No. 6, filed on May 4, 2006; Amendment No. 7, filed on May 18, 2006; Amendment No. 8, filed on October 5, 2006; Amendment No. 9, filed on July 31, 2008 and Amendment No. 10, filed on October 1, 2008 (as amended, the "Schedule 13D"). Except as indicated in this Amendment No. 11, all other information set forth in the Schedule 13D remains unchanged and capitalized terms used herein which are not defined herein have the meanings set forth in the Schedule 13D.

Item 2. Identity and Background

The second paragraph of Item 2 is amended and restated in its entirety as follows:

(a) – (c), (f) The name and place of organization of each Reporting Person is herein incorporated by reference to the responses to Items 1 and 6 on the cover page provided for each respective Reporting Person. The name, address and principal occupation, as applicable, of each director or executive officer of each Reporting Person (each, a "Disclosed Party" and collectively, the "Disclosed Parties") is set forth on Schedules 2-A and 2-B hereto. To the knowledge of the Reporting Persons, each of the Disclosed Parties is a citizen of the United States of America.

Item 5. Interest in Securities of the Issuer.

Subsection (a) of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) According to the Issuer's annual report on Form 10-K for the fiscal year ended September 30, 2008, as filed with the Securities and Exchange Commission on December 15, 2008, there were 7,377,106 shares of Common Stock issued and outstanding as of December 12, 2008. As of January 20, 2009, the Reporting Persons beneficially own, directly or indirectly, an aggregate of 3,725,457 shares of Common Stock (representing approximately 50.5% of the outstanding shares of Common Stock), all of which are directly owned by Holding.

Except as described below, to the knowledge of the Reporting Persons, no Disclosed Party beneficially owns any shares of Common Stock. Based on information provided by the applicable Disclosed Party:

John Doxsie, a director of ABG, beneficially owns 3,000 shares of Common Stock (representing less than 0.1% of the outstanding shares of Common Stock);

Baxter Troutman, a director of ABG, beneficially owns 600 shares of Common Stock (representing less than 0.1% of the outstanding shares of Common Stock);

Robert Viguet, a director of ABG, beneficially owns 3,064 shares of Common Stock (representing less than 0.1% of the outstanding shares of Common Stock); and

Laura Grace Alexander, a director of ABG, beneficially owns 100 shares of Common Stock (representing less than 0.1% of the outstanding shares of Common Stock).

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

On November 20, 2008, Holdings and Farm Credit of Southwest Florida, ACA entered into the First Amendment to the Stock Pledge Agreement to pledge an additional 200,090 shares of Common Stock. Under the Stock Pledge Agreement, as amended, a total of 1,000,090 shares of Common Stock have been pledged.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following item at the end of Item 7:

99.12 First Amendment to Stock Pledge Agreement, dated November 20, 2008, by and between Alico Holding, LLC and Farm Credit of Southwest Florida, ACA

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 20, 2009

ATLANTIC BLUE GROUP, INC.

By: /s/ JD Alexander
Name: JD Alexander
Title: President and Chief Executive Officer

ALICO HOLDING, LLC

By: /s/ JD Alexander
Name: JD Alexander
Title: Manager

SCHEDULE 2-A

ATLANTIC BLUE GROUP, INC.

Directors and Executive Officers

The name, present principal occupation, and business address of each director and executive officer of Atlantic Blue Group, Inc. are set forth below.

<u>Name</u>	<u>Principal Occupation</u>	<u>Business Address</u>
JD Alexander	President of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853
Laura Grace Alexander	Educator	122 East Tillman Avenue, Lake Wales, Florida 33853
Wayne Britt	Retiree and former Chief Executive Officer of Tyson Foods, Inc.	2669 N. Sherwood Lane, Fayetteville, Arkansas 72703
Luke Clark	London Projects Manager of an Educational Non-Profit Organization	116 St. Lawrence Avenue, Worthing, West Sussex, BN147JL England
John Doxsie	President of United Sugars Corporation	7401 Metro Blvd, Suite 350 Edina, Minnesota 55439
J. Andrew Kerner	Former Executive Vice President of Centex Corporation and employee of Texas Habitat for Humanity and Affordable Housing Partners	4514 Travis Street, Suite 350, Dallas, Texas 75205
Mike J. Lafitte	President of Institutional & Corporate Services at CB Richard Ellis Group, Inc.	2001 Ross Avenue, Suite 3400, Dallas, Texas 75201
Nancy Linnan	Managing Shareholder of Carlton Fields, P.A.	215 S. Monroe Street, Suite 500 Tallahassee, Florida 32301
Byron G. Matteson	Manager at Labor Solutions, Inc.	212 SE 1st Street, Winter Haven, Florida 33884
Baxter Troutman	Chief Executive Officer of Labor Solutions, Inc.	212 SE 1 st Street, Winter Haven, Florida 33884
Robert Viguet	Partner of Thompson & Knight LLP	333 Clay Street, Suite 3300 Houston, Texas 77002
Yvonne Bunce	Corporate Secretary of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853
Ben R. Adams, Jr.	Chief Financial Officer of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853
Kevin O'Leary	Assistant Treasurer of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853
Lisa Jensen	Chief Operating Officer of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853

ALICO HOLDING, LLC**Managers**

The name, present principal occupation, and business address of each manager of Alico Holding, LLC are set forth below.

<u>Name</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Kristine Eppes	Office Manager of Alico Holding, LLC	2215-B Renaissance Drive, Suite 5 Las Vegas, Nevada 89119
JD Alexander	President of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853
Yvonne Bunce	Corporate Secretary of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853
Ben R. Adams, Jr.	Chief Financial Officer of Atlantic Blue Group, Inc.	122 East Tillman Avenue, Lake Wales, Florida 33853

FIRST AMENDMENT TO STOCK PLEDGE AGREEMENT

This First Amendment to Stock Pledge Agreement (the "First Amendment") is made this 20th day of November, 2008, by Alico Holding, LLC ("Pledgor") and Farm Credit of Southwest Florida, ACA, an agricultural credit association, for itself and as agent/nominee for other lending institutions (the "Pledgee") (the Pledgor and the Pledgee Party, the "Parties").

Factual Background Statement

1. The Pledgor has previously granted to Pledgee that certain Stock Pledge Agreement dated as of September 24, 2008 (the "Pledge Agreement").

2. The Pledge Agreement secures certain indebtedness of Pledgor, Atlantic Blue Group, Inc., Alico Holding, LLC, Blue Head Ranch, LLC, Blue Head Farms, LLC, Blue Head Cattle, LLC, Tri-County Grove, LLC, Atlanticblue Warehousing, LLC, Blue Box Storage, LLC, Phoenix Industries, LLC, and Footman Trail, LLC (jointly and severally, the "Borrowers"), all as more particularly described in the Pledge Agreement.

3. The Loan Agreement provides that in the event the Borrowers have, or desire to, draw under the Note in the amount excess of 65% of the Fair Market Value of the Stock Pledge pursuant to the Pledge Agreement, the Borrowers will either pay down the amount outstanding under the Note, or pledge additional Alico, Inc. stock as collateral under the Pledge Agreement.

4. The Borrowers have requested or intend to request additional amounts under the Note that would cause the outstanding balance of the Note to exceed 65% of the Fair Market Value of the Alico Stock.

5. Pledgee has requested, and Pledgor has agreed, that in order to maintain compliance with the maximum RLOC and pursuant to the terms of Section 2.1 (a) (ii) of the Loan Agreement, that Pledgor shall pledge an additional 200,090 shares of common stock of Alico, Inc. as collateral for the obligations secured by the Pledge Agreement.

NOW THEREFORE, in consideration of the mutual promises contained herein, and of other good and valuable consideration, the receipt and adequacy of which the Parties hereby acknowledge, the Parties hereto agree as follows:

1. The Pledge Agreement is hereby modified and amended to delete the current Exhibit A and replace it with the Exhibit A attached hereto to add an additional 200,090 shares of Alico, Inc. common stock as collateral for the Note.

2. Except as otherwise modified hereby, the terms of the Pledge Agreement shall remain in full force and effect.

3. This First Amendment shall be governed by and construed in accordance with the laws of the State of Florida.

4. All capitalized terms herein not defined herein, shall have the meaning given to them in the Pledge Agreement.

In witness whereof, the Parties have executed this First Amendment under seal to be effective as of the date first written hereinabove.

PLEDGOR:

**Alico Holdings, LLC, a Nevada
limited
liability company**

 /s/ JD Alexander
By:JD Alexander, Manager

 /s/ Ben R. Adams, Jr.
By:Ben R. Adams, Jr., Manager

PLEDGEE:

 /s/ Greg A. Carton
By:Greg A. Carton
Its: Vice President

**Exhibit A
to Stock Pledge Agreement**

Number of Shares	Stock Name	CUSIP	Stock No.	Owner(s) Name
100,000	Alico, Inc.	016230 10 4	AB00024836	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB00024837	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB00024838	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB00024839	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB00024840	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB00024841	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB 24429	Alico Holding, LLC
100,000	Alico, Inc.	016230 10 4	AB 24430	Alico Holding, LLC
<u>Additional</u>				
<u>Shares added</u>				
<u>11/08</u>				
15,874	Alico, Inc.	016230 10 4	AB00024842	Alico Holding, LLC
23,304	Alico, Inc.	016230 10 4	AB00024845	Alico Holding, LLC
26,043	Alico, Inc.	016230 10 4	AB00024847	Alico Holding, LLC
37,628	Alico, Inc.	016230 10 4	AB00024849	Alico Holding, LLC
97,241	Alico, Inc.	016230 10 4	AB24307	Alico Holding, LLC

