DOLE FOOD CO INC
Form SC 13D/A
September 04, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 11)*

Dole Food Company, Inc.

(Name of Issuer)

Common Stock par value $0.001 per share
(Title of Class of Securities)

256603 101
(CUSIP Number)

Roberta Wieman

10900 Wilshire Boulevard

Los Angeles, California 90024

(310) 208-6055
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 31, 2012
(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 §§240.13d-1(e), 13d-1(f) or 240.13d-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 to be sent.

* 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 (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 NAMES OF REPORTING PERSONS

David H. Murdock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) Or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 56,674,244
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 56,674,244
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,674,244

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

63.7% [1]

14 TYPE OF REPORTING PERSON

IN, HC

[1] Based upon 88,946,386 shares of Common Stock outstanding as of June 30, 2012

1 NAMES OF REPORTING PERSONS

Castle & Cooke Investments, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 11,784,914
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 11,784,914
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,784,914

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%[1]

14 TYPE OF REPORTING PERSON

CO

[1] Based upon 88,946,386 shares of Common Stock outstanding as of June 30, 2012.

1 NAMES OF REPORTING PERSONS

Castle & Cooke Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 11,784,914
	8	SHARED VOTING POWER 0
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11,784,914

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%[1]

14 TYPE OF REPORTING PERSON

CO

[1] Based upon 88,946,386 shares of Common Stock outstanding as of June 30, 2012.

This Amendment No. 11 (the Amendment) amends and supplements the Schedule 13D (the Original Schedule 13D) filed with the Securities and Exchange Commission (the SEC) on November 9, 2009 by the Reporting Persons, as previously amended. This Amendment, and the Original Schedule 13D, relate to the shares of Common Stock, par value $0.001 per share (Common Stock) of Dole Food Company, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at One Dole Drive, Westlake Village, California 91362. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Original Schedule 13D. Except as amended and supplemented by this Amendment, the Original Schedule 13D, as previously amended, is not amended or supplemented in any respect.

Item 5. Interest in Securities of the Issuer

The response to Item 5 as previously amended is amended to add the following language:

On August 31, 2012, Mr. Murdock determined not to deliver a notice to the Trustees of the Dole Automatic Common Exchange Security Trust (the MACES Trust) electing to use the cash settlement alternative provided in Section 2.3 (d) of the Forward Purchase Agreement dated as of October 22, 2009 between him and the MACES Trust. As a result, the securities issued by the MACES Trust (MACES Securities), except for those Mr. Murdock owns, will remain exchangeable on November 1, 2012 for shares of Dole Common Stock in the ratio determined pursuant to the Forward Purchase Agreement. Mr. Murdock owns certain securities issued by the MACES Trust and intends to deliver those securities that he owns to the MACES Trust for cancellation. As a result, some shares pledged to the MACES Trust will be delivered to the holders of MACES Securities and the remainder will be released from that pledge and retained by Mr. Murdock. Mr. Murdock and the trustees of the MACES Trust will instruct delivery of pledged shares needed to settle the securities issued by the MACES Trust in shares of Dole Common Stock. Mr. Murdock can give no assurance that the shares received in settlement of the MACES Securities will be freely tradable. As noted in the original offering memorandum, the MACES Securities and any shares received in exchange for them may be subject to limitations on transfer under federal or state securities laws.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned s knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 31, 2012

By: /s/ David H. Murdock
Name: David H. Murdock,
individually and

as trustee of the David H.

Murdock Living Trust dated

May 28, 1986,

as amended

CASTLE & COOKE INVESTMENTS, INC.

By: /s/ Scott A. Griswold
Name: Scott A. Griswold
Title: Executive Vice President

CASTLE & COOKE HOLDINGS, INC.

By: /s/ Scott A. Griswold
Name: Scott A. Griswold
Title: Executive Vice President