

ALICO INC
Form SC TO-I/A
October 09, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

(Amendment No. 3)

ALICO, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Common Stock, \$1.00 par value
(Title of Class of Securities)**

016230104

(CUSIP Number of Class of Securities)

John E. Kiernan
10070 Daniels Interstate Court

Suite 100

Fort Myers, Florida 33913

(239) 226-2000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Darrell C. Smith, Esq.

Tyler H. Gordon, Esq.

Shumaker, Loop & Kendrick, LLP

101 E. Kennedy Boulevard

Tampa, Florida 33602

(813) 229-7600

Robert J. Grammig, Esq.

Richard B. Hadlow, Esq.

Kristin L. Padgett, Esq.

Holland & Knight LLP

100 North Tampa Street

Tampa, Florida 33602

(813) 227-8500

CALCULATION OF FILING FEE

Transaction valuation⁽¹⁾	Amount of filing fee⁽²⁾
\$19,999,990	\$2,490.00

(1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to 588,235 shares of common stock, par value \$1.00 per share, at the price of \$34.00 per share.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per \$1,000,000 of the value of the transaction.

Edgar Filing: ALICO INC - Form SC TO-I/A

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,490.00 Filing Party: Alico, Inc.

Form or Registration No.: Schedule TO Date Filed: September 5, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 3 (this “Amendment”) amends and supplements the Issuer Tender Offer Statement on Schedule TO (together with the amendments and supplements thereto, the “Schedule TO”) originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on September 5, 2018 by Alico, Inc. (“Alico” or the “Company”), in connection with the Company’s offer to purchase for cash up to 588,235 shares of its common stock, par value \$1.00 per share (the “Shares”), or such lesser number of Shares as is properly tendered and not properly withdrawn, at a price of \$34.00 per Share, without interest. This Amendment to the Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c) promulgated under the Exchange Act.

Item 4. Terms of the Transaction.

Item 4(b) of the Schedule TO is hereby amended and supplemented to add the following paragraphs at the end thereof:

“The Tender Offer expired at the end of the day, 12:00 midnight, Eastern Daylight Time, on October 3, 2018. Based on the final count by Computershare, the depositary for the Tender Offer, a total of 4,775,863 shares were properly tendered and not withdrawn. In accordance with the terms and conditions of the Tender Offer and based on the final count by the depositary, the Company has accepted for purchase 752,234 shares at a purchase price of \$34.00 per share, for an aggregate cost of \$25,575,956, excluding fees and expenses relating to the Tender Offer. These shares represent approximately 9.2% of the total number of shares of the Company’s common stock issued and outstanding as of October 2, 2018. Included in the 752,234 shares the Company accepted for purchase in the Tender Offer are 163,999 shares that the Company has elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding shares of common stock.

The Tender Offer was oversubscribed and, pursuant to the terms of the Tender Offer, shares were accepted on a pro rata basis, except for tenders of odd lots, which were accepted in full, and except for certain conditional tenders automatically regarded as withdrawn pursuant to the terms of the Tender Offer. The Company has been informed by the depositary that the proration factor for the Tender Offer, after giving effect to the priority for odd lots, is approximately 14.17%.”

This Amendment should be read together with the Schedule TO. Except as specifically provided in this Amendment, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraph at the end thereof:

“On October 9, 2018, the Company issued a press release announcing the final results of the Tender Offer, which expired at the end of the day, 12:00 midnight, Eastern Daylight Time, on October 3, 2018. A copy of the press release is filed as Exhibit (a)(5)(D) to this Schedule TO and is incorporated herein by reference.”

Item 12. Additional Information.

Item 12 of the Schedule TO is amended and supplemented by adding the following exhibits to the exhibit index:

(a)(5)(D) Press release issued by Alico, Inc. on October 9, 2018.

SIGNATURE

After due 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.

By: /s/ John E. Kiernan

Name: John E. Kiernan

Title: Executive Vice President, Chief Financial Officer and Corporate Secretary

Date: October 9, 2018

EXHIBIT INDEX

Exhibit No. Description

- (a)(1)(A) Offer to Purchase, dated September 5, 2018.*
- (a)(1)(B) Amended and Restated Letter of Transmittal.*
- (a)(1)(C) Amended and Restated Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated September 5, 2018.*
- (a)(1)(D) Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated September 5, 2018.*
- (a)(2) None.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(A) Press release issued by Alico, Inc. on September 5, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on September 5, 2018).*
- (a)(5)(B) The Company's Form 8-K, filed with the SEC on September 5, 2018.*
- (a)(5)(C) Press release issued by Alico, Inc. on October 4, 2018.*
- (a)(5)(D) Press release issued by Alico, Inc. on October 9, 2018.
- (b) None.
- (d)(1)(i) Employment Agreement dated June 1, 2015 between Alico, Inc. and John Kiernan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed with the SEC on June 1, 2015).*
- (d)(1)(ii) Separation and Consulting Agreement dated December 31, 2016 between Alico, Inc. and Clayton G. Wilson (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed with the SEC on January 4, 2017).*
- (d)(1)(iii) Employment Agreement dated December 31, 2016 between Alico, Inc. and Remy W. Trafelet (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K, filed with the SEC on January 4, 2017).*

Edgar Filing: ALICO INC - Form SC TO-I/A

- (d)(1)(iv) Employment Agreement dated December 31, 2016 between Alico, Inc. and Henry R. Slack (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K, filed with the SEC on January 4, 2017).*
- (d)(1)(v) Employment Agreement dated March 27, 2013 between Alico, Inc. and George R. Brokaw (incorporated by reference to Exhibit 10.4 to the Company's Form 8-K, filed with the SEC on January 4, 2017).*
- (d)(1)(vi) Offer of Employment Letter dated June 16, 2017 between Richard Rallo and Alico, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed with the SEC on August 7, 2017).*
- (d)(1)(vii) Alico, Inc. Stock Incentive Plan of 2015 (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, filed with the SEC on January 28, 2015).*
- (g) None.
- (h) None.

*Previously filed.