

FRESH DEL MONTE PRODUCE INC  
 Form 4  
 August 08, 2016

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Tenazas Marissa R

2. Issuer Name and Ticker or Trading Symbol  
 FRESH DEL MONTE PRODUCE INC [FDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/04/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP Corporate Human Resources

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

CORAL GABLES, FL 33114

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |
| Ordinary Shares                 | 08/04/2016 <sup>(1)</sup>            |  | M                              |   | 2,000 <sup>(2)</sup>  | A  | \$ 0 9,991 D  |
| Ordinary Shares                 | 08/04/2016 <sup>(1)</sup>            |  | S                              |   | 532 <sup>(3)</sup>  | D  | \$ 59.67 9,459 D                                      |
| Ordinary Shares                 | 08/04/2016 <sup>(1)</sup>            |  | M                              |   | 1,000 <sup>(2)</sup>  | A  | \$ 0 3,745 I Held by Spouse                           |
| Ordinary Shares                 | 08/04/2016 <sup>(1)</sup>            |  | S                              |   | 267 <sup>(3)</sup>  | D  | \$ 59.67 3,478 I Held by Spouse                       |
| Ordinary Shares                 | 08/05/2016                           |  | M                              |   | 5,000   | A  | \$ 24.29 14,459 D                                     |

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|                 |            |   |        |   |                         |        |   |                |
|-----------------|------------|---|--------|---|-------------------------|--------|---|----------------|
| Ordinary Shares | 08/05/2016 | M | 5,000  | A | \$ 28.09                | 19,459 | D |                |
| Ordinary Shares | 08/05/2016 | M | 2,000  | A | \$ 24.29                | 5,478  | I | Held by Spouse |
| Ordinary Shares | 08/05/2016 | M | 1,000  | A | \$ 28.01                | 6,478  | I | Held by Spouse |
| Ordinary Shares | 08/05/2016 | S | 4,251  | D | \$ 60.2 <sup>(4)</sup>  | 2,227  | I | Held by Spouse |
| Ordinary Shares | 08/05/2016 | S | 13,506 | D | \$ 60.42 <sup>(4)</sup> | 5,953  | D |                |

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

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(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 (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. Transaction Code (Instr. 8) | 5. Number of 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(5)</sup>      | \$ 59.83   | 08/04/2016 <sup>(1)</sup>            |  | M                              | 2,000   | <sup>(5)</sup> <sup>(6)</sup>                            | Ordinary Shares   | 2,000                         |
| Restricted Stock Units <sup>(5)</sup>      | \$ 59.83   | 08/04/2016 <sup>(1)</sup>            |  | M                              | 1,000   | <sup>(5)</sup> <sup>(6)</sup>                            | Ordinary Shares   | 1,000                         |
| Employee Stock Options (Right to Buy)      | \$ 24.29   | 08/05/2016                           |  | M                              | 5,000   | <sup>(7)</sup> 08/01/2022                                | Ordinary Shares   | 5,000                         |
| Employee Stock                             | \$ 28.09   | 08/05/2016                           |  | M                              | 5,000   | <sup>(8)</sup> 07/31/2023                                | Ordinary Shares   | 5,000                         |

Options  
(Right to  
Buy)

Employee  
Stock

|                              |          |            |   |       |     |            |                    |       |
|------------------------------|----------|------------|---|-------|-----|------------|--------------------|-------|
| Options<br>(Right to<br>Buy) | \$ 24.29 | 08/05/2016 | M | 2,000 | (7) | 08/01/2022 | Ordinary<br>Shares | 2,000 |
|------------------------------|----------|------------|---|-------|-----|------------|--------------------|-------|

Employee  
Stock

|                              |          |            |   |       |     |            |                    |       |
|------------------------------|----------|------------|---|-------|-----|------------|--------------------|-------|
| Options<br>(Right to<br>Buy) | \$ 28.01 | 08/05/2016 | M | 1,000 | (9) | 07/31/2023 | Ordinary<br>Shares | 1,000 |
|------------------------------|----------|------------|---|-------|-----|------------|--------------------|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| Tenazas Marissa R<br>C/O FRESH DEL MONTE PRODUCE INC.<br>P.O. BOX 149222<br>CORAL GABLES, FL 33114 |               |           | SVP<br>Corporate<br>Human<br>Resources |       |

## Signatures

/s/ Bruce Jordan, Attorney-in-fact for Marissa R.  
Tenazas

08/08/2016

\_\_Signature of Reporting Person

Date

## 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) Transaction Date reflects the date on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on 8/3/2016 occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the restricted stock units listed in Table II.
- (3) Represents the number of shares required to be sold by the 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 satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (4) 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 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.
- (5) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right 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.

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- (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.

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