

FRESH DEL MONTE PRODUCE INC  
Form 4  
December 13, 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 \*  
Rivera Hector

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)  
12/09/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Asia Pacific

C/O FRESH DEL MONTE PRODUCE, INC., PO 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|-----------------------------------|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|-----------------------------------|------------------------|

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| Security (Instr. 3)                      | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Securities (Instr. 3 and 4) | Security (Instr. 5) |                 |                 |                            |      |
|--|--|----------------------|-----------------|---|------------------|-----------------------------|---------------------|-----------------|-----------------|----------------------------|------|
|  |  |                      | Code            | V   | (A)              | (D)                         | Date Exercisable    | Expiration Date | Title           | Amount or Number of Shares |      |
| Dividend Equivalent Units <sup>(1)</sup> | \$ 61.09                                 | 12/09/2016           | A               |   | 18               | <u>(2)</u>                  | <u>(1)</u>          | <u>(3)</u>      | Ordinary Shares | 7,481 <u>(4)</u>           | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Rivera Hector<br>C/O FRESH DEL MONTE PRODUCE, INC.<br>PO BOX 149222<br>CORAL GABLES, FL 33114 |               |           | VP, Asia Pacific |       |

## Signatures

/s/ Bruce Jordan, Attorney-in-fact for Hector Rivera 12/13/2016

\*\*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).

Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each DEU (1) represents a contingent right to receive one ordinary share of FDP. DEUs are subject to vesting and/or performance criteria based on the underlying Restricted Stock Units (RSUs).

(2) Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding RSUs granted to the Reporting Person. Dividend equivalents are accrued at the same rate and at the same time as dividends are paid to Ordinary Shareholders. Dividend equivalents on RSUs are subject to the same restrictions and vesting conditions as the underlying RSUs.

(3) DEUs do not have an expiration date.

(4) All of these securities are RSUs, including associated DEUs, which have not yet vested.

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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