

Tenazas Marissa R  
Form 4  
August 02, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/31/2018

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

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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)
Ordinary Shares	07/31/2018 <sup>(1)</sup>		M	(A) or (D) Amount 6,256 (2)	\$ 0 6,500	D	
Ordinary Shares	07/31/2018 <sup>(1)</sup>		S	(A) or (D) Amount 2,835 (3)	\$ 35.5 3,665	D	
Ordinary Shares	07/31/2018 <sup>(1)</sup>		M	(A) or (D) Amount 2,085 (2)	\$ 0 2,207	I	Held by Spouse
Ordinary Shares	07/31/2018 <sup>(1)</sup>		S	(A) or (D) Amount 905 (3)	\$ 36.33 1,302	I	Held by Spouse

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. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Put or Call (Instr. 3)
Restricted Stock Units <sup>(4)</sup>	\$ 40.86	07/31/2018 <sup>(1)</sup>		M	3,106	<sup>(4)</sup> <sup>(5)</sup>	Ordinary Shares	3,106	\$
Restricted Stock Units <sup>(4)</sup>	\$ 40.86	07/31/2018 <sup>(1)</sup>		M	1,035	<sup>(4)</sup> <sup>(5)</sup>	Ordinary Shares	1,035	\$
Restricted Stock Units <sup>(6)</sup>	\$ 40.55	07/31/2018 <sup>(1)</sup>		M	3,150	<sup>(6)</sup> <sup>(5)</sup>	Ordinary Shares	3,150	\$
Restricted Stock Units <sup>(6)</sup>	\$ 40.55	07/31/2018 <sup>(1)</sup>		M	1,050	<sup>(6)</sup> <sup>(5)</sup>	Ordinary Shares	1,050	\$

## Reporting Owners

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

## Signatures

/s/ Richard Contreras, Attorney-in-fact for Marissa R. Tenazas

08/02/2018

                     \*\*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 reflect the dates on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on July 29, 2018 and July 30, 2018, occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs listed in Table II.  
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
- (3) 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) RSUs 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 remaining RSUs will vest on 7/29/2019.
- (5) RSUs do not have an expiration date.
- (6) 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. RSUs are fully 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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