

Luty Helmuth  
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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Luty Helmuth

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.

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Network Shipping & Ops

(Street)

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

PO BOX 149222, 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares	07/31/2018 <sup>(1)</sup>		M		2,085 <sup>(2)</sup>	\$ 0	2,390 D
Ordinary Shares	07/31/2018 <sup>(1)</sup>		S		563 <sup>(3)</sup>	\$ 35.48	1,827 D

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  
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SEC 1474  
(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 40.86	07/31/2018 <sup>(1)</sup>		M	1,035	<sup>(4)</sup> <sup>(5)</sup>	Ordinary Shares	1,035
Restricted Stock Units	\$ 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
Luty Helmuth C/O FRESH DEL MONTE PRODUCE INC. PO BOX 149222, FL 33114	SVP, Network Shipping & Ops

## Signatures

/s/ Marissa (Louie) Tenazas, Attorney-in-fact for Helmuth Luty  
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 reflects the date on which the Sell to Cover and conversion of the RSUs, which vested on 7/29/2018 and 7/30/2018, occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the Restricted Stock Units (RSUs) listed in Table II.
- (3) Represents the number of shares required to be sold by he 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) Restricted Stock Units (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 remaining RSUs will vest on 07/29/2019.

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(5) RSUs do not have an expiration date.

(6) Restricted Stock Units (RSUs) are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSUs represents a contingent right to receive one ordinary share of FDP. The 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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