Pelaez Reyes Jorge Form 4 February 25, 2019

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Pelaez Reyes Jorge

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

FRESH DEL MONTE PRODUCE

INC [FDP]

3. Date of Earliest Transaction

(Month/Day/Year)

02/20/2019

10% Owner Director X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) VP, Central America

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

(State)

(First)

(Middle)

(Zip)

(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

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

Issuer

CORAL GABLES, FL 33114

| | | | | | quireu, 2 isposeu | 01, 01 2011011011 | |
|------------|---------------------|--------------------|------------|---------------------------|-------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | • | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | • | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | 4.5 | Reported | | |
| | | | | (A) | Transaction(s) | | |
| | | | ~ | or | (Instr. 3 and 4) | | |
| | | | Code V | Amount (D) Price | | | |
| Ordinary | 02/20/2019 | | M | 400 (1) A \$ 0 | 400 | D | |
| Shares | 02/20/2019 | | IVI | 400 <u>(*)</u> A \$0 | 400 | D | |
| | | | | | | | |
| Ordinary | 02/21/2019 | | M | 609 ⁽¹⁾ A \$ 0 | 1.009 | D | |
| Shares | 02/21/2019 | | 171 | 009 <u>~</u> A \$0 | 1,009 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

8. I De: Sec (In:

| 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. Transacti Code (Instr. 8) | 5. Number of Derivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5) | re s (A) sed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---------------------------------------|---|--------------------------|--|--------------------|---|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 27.71 | 02/20/2019 | | A | 2,000 | | (2) | (3) | Ordinary Shares | 2,000 |
| Restricted Stock Units | \$ 27.71 | 02/20/2019 | | M | | 400 | (2) | (3) | Ordinary Shares | 400 |
| Restricted Stock Units (2) | \$ 27.99 | 02/21/2019 | | M | | 609 | <u>(4)</u> | (3) | Ordinary Shares | 609 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|----------------------------|-------|--|--|--|
| | Director 10% Owner Officer | Other | | | |

Pelaez Reyes Jorge

C/O FRESH DEL MONTE PRODUCE INC.

P.O. BOX 149222

CORAL GABLES, FL 33114

VP, Central America

Signatures

/s/ Marlene M. Gordon, Attorney-in-fact for Jorge Pelaez
Reyes

02/25/2019

**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) Represents the number of ordinary shares that were acquired in connection with the settlement of the Restricted Stock Units (RSUs) and accompanying Dividend Equivalent Units (DEUs) listed in Table II.
- 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 will vest in five equal annual installments of which four are remaining on each of 2/20/2020, 2/20/2021, 2/20/2022 and 2/20/2023.
- (3) RSUs and DEUs do not have an expiration date.

Reporting Owners 2

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RSUs granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU and / or DEU represents a contingent right to receive one ordinary share of FDP. The RSUs will vest in five equal annual installments of which three are remaining on each of 2/21/2020, 2/21/2021 and 2/21/2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.