

FRESH DEL MONTE PRODUCE INC  
 Form 4  
 May 11, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 ABU-GHAZALEH MOHAMMAD

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)  
 05/09/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

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)
Ordinary Shares	05/09/2016		M	20,622 A	\$ 28.89 5,445,278	D	
Ordinary Shares	05/09/2016		S	20,622 D	\$ 48.8917 5,424,656	D	
Ordinary Shares					20,000	I	Held by Spouse

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 28.89	05/09/2016		M	20,622	<u>(2)</u>	04/30/2024	Ordinary Shares	20,622

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABU-GHAZALEH MOHAMMAD C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X	X	Chairman and CEO	

## Signatures

/s/ Bruce Jordan, Attorney-in-fact for Mohammad Abu-Ghazaleh 05/11/2016

\_\_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).

This represents the weighted average sales price of the shares. Mr. Abu-Ghazaleh will provide, upon request of the SEC staff, Fresh Del

(1) Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc. complete information regarding the number of shares sold at each price.

(2) The option will become exercisable with respect to an additional 32,200 shares on each of 4/30/2017, 4/30/2018.

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. t of the purchase, ownership, and disposition of the notes could differ materially from the treatment discussed below. For example, the timing and character of income, gain, or loss recognized in respect of the

notes could differ materially from the timing and character of income, gain, or loss recognized in respect of the notes had the notes in fact been treated as debt instruments for U.S. federal income tax purposes.

#### U.S. Holders

If the notes are properly characterized as contingent payment debt instruments for U.S. federal income tax purposes, such notes generally will be subject to U.S. Treasury regulations governing contingent payment debt instruments. Under those regulations, and as further described under “U.S. Federal Income Tax Considerations—Taxation of Debt Securities—Consequences to U.S. Holders—Debt Securities Subject to Contingences” in the accompanying prospectus, a U.S. Holder will be required to report OID or interest income based on a “comparable yield” and a “projected payment schedule,” established by us for determining interest accruals and adjustments with respect to the notes. A U.S. Holder of the notes generally will be required to include in income OID in excess of actual cash payments received for certain taxable years.

PS-22

The following table assumes an expected issue date of February 28, 2018 and maturity date of February 28, 2038 for the notes and is based upon a hypothetical projected payment schedule and a hypothetical comparable yield equal to 2.9239% per annum (compounded monthly), that we established for the notes, and shows the amounts of ordinary income from a note that an initial U.S. Holder that holds the note until maturity and pays taxes on a calendar year basis should be required to report each calendar year. The following tables are for illustrative purposes only. The actual tables will be completed on the pricing date and included in the final pricing supplement.

<b>Accrual Period</b>	<b>Interest Deemed to Accrue During Accrual Period (per \$1,000 principal amount of the Notes)</b>	<b>Total Interest Deemed to Have Accrued from Original Issue Date (per \$1,000 principal amount of the Notes)</b>
February 28, 2018 through December 31, 2018	\$24.0855	\$24.0855
January 1, 2019 through December 31, 2019	\$27.1600	\$51.2455
January 1, 2020 through December 31, 2020	\$26.8249	\$78.0704
January 1, 2021 through December 31, 2021	\$26.9306	\$105.0010
January 1, 2022 through December 31, 2022	\$27.0395	\$132.0404
January 1, 2023 through December 31, 2023	\$27.1516	\$159.1920
January 1, 2024 through December 31, 2024	\$27.2670	\$186.4589
January 1, 2025 through December 31, 2025	\$27.3858	\$213.8447
January 1, 2026 through December 31, 2026	\$27.5081	\$241.3528
January 1, 2027 through December 31, 2027	\$27.6341	\$268.9869
January 1, 2028 through December 31, 2028	\$27.7638	\$296.7507
January 1, 2029 through December 31, 2029	\$27.8973	\$324.6480
January 1, 2030 through December 31, 2030	\$28.0348	\$352.6829
January 1, 2031 through December 31, 2031	\$28.1764	\$380.8593
January 1, 2032 through December 31, 2032	\$28.3222	\$409.1815
January 1, 2033 through December 31, 2033	\$28.4723	\$437.6538
January 1, 2034 through December 31, 2034	\$28.6268	\$466.2806
January 1, 2035 through December 31, 2035	\$28.7859	\$495.0665
January 1, 2036 through December 31, 2036	\$28.9498	\$524.0163
	\$29.1185	\$553.1348

Explanation of Responses:

January 1, 2037 through December 31, 2037		
January 1, 2038 through February 28, 2038	\$4.6262	\$557.7609

PS-23

In addition, we have determined the hypothetical projected payment schedule for the notes as consisting of monthly payments of \$7.0833 for the first 18 months, monthly payments of \$1.9381 thereafter until maturity, and a final payment equal to \$1,001.9381 on the Maturity Date per \$1,000 in principal amount.

You should be aware that these amounts are not calculated or provided for any purposes other than the determination of a U.S. Holder's interest accruals and adjustments with respect to the notes for U.S. federal income tax purposes. By providing the table above and the projected payment schedule, we make no representations regarding the actual amounts of interest payments on the notes after the first 18 monthly interest periods.

*Sale, Exchange, or Retirement.* Upon a sale, exchange, or retirement of a note prior to maturity, a U.S. Holder generally will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange, or retirement and that holder's tax basis in the note. A U.S. Holder's tax basis in a note generally will equal the cost of that note, increased by the amount of OID previously accrued by the holder for that note (without regard to any positive or negative adjustments) and reduced by any projected payments for previous periods on the notes and, if applicable, increased or decreased by the amount of any positive or negative adjustment that the holder is required to make with respect to the notes under the rules set forth above addressing purchases of notes for an amount that differs from the notes' adjusted issue price at the time of purchase. A U.S. Holder generally will treat any gain as interest income, and will treat any loss as ordinary loss to the extent of the excess of previous interest inclusions over the total negative adjustments previously taken into account as ordinary losses, and the balance as long-term or short-term capital loss depending upon the U.S. Holder's holding period for the note. The deductibility of capital losses by a U.S. Holder is subject to limitations.

#### Non-U.S. Holders

Please see the discussion under "U.S. Federal Income Tax Considerations—Taxation of Debt Securities—Consequences to Non-U.S. Holders" in the accompanying prospectus for the material U.S. federal income tax consequences that will apply to Non-U.S. Holders of the notes.

#### Backup Withholding and Information Reporting

Please see the discussion under "U.S. Federal Income Tax Considerations — Taxation of Debt Securities — Backup Withholding and Information Reporting" in the accompanying prospectus for a description of the applicability of the backup withholding and information reporting rules to payments made on the notes.

PS-24