

Edgar Filing: ALICO INC - Form SC 13D/A

ALICO INC  
Form SC 13D/A  
October 05, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)  
(Amendment No. 8) (1)

ALICO, INC.

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

-----  
(Title of Class of Securities)

016230 10-4

-----  
(CUSIP Number)

JD Alexander  
Atlantic Blue Trust, Inc.  
122 East Tillman Avenue  
Lake Wales, Florida 33853  
Telephone: (863) 679-9595

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

Copy to:

-----  
Charles W. Mulaney, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
Telephone: (312) 407-0700

October 3, 2006  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are sent.

(Continued on following pages)  
(Page 1 of 8 Pages)

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(1)The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

-----  
 |CUSIP No. 016230 10-4 | 13D | Page 2 of 8 Pages |  
 -----

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ATLANTIC BLUE TRUST, INC. (I.R.S. IDENTIFICATION NO. 57-1149984)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS OO, BK, WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION FL
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 3,725,457 (See Item 5)
	9 SOLE DISPOSITIVE POWER 0

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		10	SHARED DISPOSITIVE POWER 3,725,457 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,725,457 (See Item 5)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 50.5% (See Item 5)		
14	TYPE OF REPORTING PERSON CO		

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ALICO HOLDING, LLC (I.R.S. IDENTIFICATION NO. 47-0906752)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO, BK, WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS <input type="checkbox"/> REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION NV		
NUMBER OF SHARES		7	SOLE VOTING POWER 0

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			
	8	SHARED VOTING POWER	3,725,457 (See Item 5)
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	3,725,457 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,725,457 (See Item 5)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	50.5% (See Item 5)		
14	TYPE OF REPORTING PERSON		
	00		

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This Amendment No. 8 (this "Amendment No. 8") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission on March 2, 2004, by Atlantic Blue Trust, Inc., a Florida corporation, and Alico Holding, LLC, a Nevada limited liability company, as such original filing was amended and supplemented by Amendment No. 1, filed on August 26, 2004, Amendment No. 2, filed on October 15, 2004, Amendment No. 3, filed on December 22, 2004, Amendment No. 4, filed on February 3, 2005, Amendment No. 5, filed on March 22, 2005, Amendment No. 6 filed on May 4, 2006 and Amendment No. 7 filed on May 18, 2006 (as amended, the "Schedule 13D"). Except as indicated in this Amendment No. 8, all other information set forth in the Schedule 13D remains unchanged and capitalized terms used herein which are not defined herein have the meanings set forth in the Schedule 13D.

Item 2. Identity and Background

The second paragraph of Item 2 is amended and restated in its entirety as follows:

(a) - (c), (f) The name and place of organization of each Reporting Person is herein incorporated by reference to the responses to Items 1 and 6 on the cover page provided for each respective Reporting Person. The name, address and principal occupation, as applicable, of each director or executive officer of each Reporting Person (each, a "Disclosed Party" and collectively, the

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"Disclosed Parties") is set forth on Schedules 2-A and 2-B hereto. To the knowledge of the Reporting Persons, each of the Disclosed Parties is a citizen of the United States of America.

### Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:

ABT and the Issuer have entered into a letter agreement, dated September 29, 2006, which sets forth certain commitments ABT has made with respect to certain corporate governance standards and practices. A copy of the agreement is attached hereto as exhibit 99.9 and incorporated herein by reference.

In accordance with the letter agreement, on September 29, 2006, Robert J. Viguet, Jr., a member of the board of directors of ABT, was appointed to the board of directors of the Issuer.

### Item 5. Interest in Securities of the Issuer.

The information with respect to the beneficial ownership of Common Stock by the Reporting Person set forth in subsection (a) Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) According to the Issuer's quarterly report on Form 10-Q for the quarterly period ended May 31, 2006, as filed with the Securities and Exchange Commission on July 10, 2006, there were 7,371,582 shares of Common Stock issued and outstanding as of June 19, 2006. The Reporting Persons beneficially own, directly or indirectly, an aggregate of 3,725,457 shares of Common Stock (representing approximately 50.5% of the outstanding shares of Common Stock), all of which are directly owned by Holding.

The information with respect to the beneficial ownership of Common Stock by Flagler set forth in subsection (a) Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

Based on information provided by Flagler, as of September 30, 2006, Flagler does not beneficially own any shares of Common Stock.

### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 6:

On July 7, 2006, the loans secured by the Pledge Agreement were repaid, and the liens on the Pledged Shares were released.

The information set forth in the second paragraph of Item 4 of the this Amendment No. 8 is incorporated herein by reference.

### Item 7. Material to be Filed as Exhibits.

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Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following items at the end of Item 7:

99.9 Letter Agreement, dated September 29, 2006.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 3, 2006

ATLANTIC BLUE TRUST, INC.

By: /s/ JD Alexander
-----
Name: JD Alexander
Title: President and Chief Executive Officer

ALICO HOLDING, LLC

By: /s/ JD Alexander
-----
Name: JD Alexander
Title: Manager

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SCHEDULE 2-A

ATLANTIC BLUE TRUST, INC.

Directors and Executive Officers

The name, present principal occupation, and business address of each director and executive officer of Atlantic Blue Trust, Inc. are set forth below.

Name Principal Occupation Business Address
-----

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JD Alexander*	President and Chief Executive Officer, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales,
Laura Grace Alexander*	Educator	122 East Tillman Avenue, Lake Wales,
John Doxsie*	President, United Sugars Corporation	7401 Metro Blvd, Suite 350 Edina, MN 55439
Cliff Hinkle*	Chairman of the Board and CEO, Flager Holdings, Inc.	111 S. Monroe Street, Suite 2000B Tallahassee, FL 32301
Nancy Linnan*	Managing Shareholder, Carlton Fields, P.A.	215 S. Monroe Street, Suite 500 Tallahassee, FL 32301-1866
Byron G. Matteson*	Manager of Employee Staffing Services Company	205 North Scenic Highway, Suite 100 Frostproof, Florida 33843
Cynthia Matteson*	Director, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales,
Rebecca Milligan*	Student	116 St. Lawrence Avenue, Worthing, West Sussex BN14 7JL ENGL
James Seneff*	Chairman of the Board and CEO, CNL Financial Group, Inc.	450 S. Orange Avenue Orlando, FL 32801
Robert Viguet*	Partner, Thompson Knight LLP	333 Clay Street, Suite 3300 Houston, TX 77002
Yvonne Bunce	Corporate Secretary, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales,
Eric Dana	Chief Financial Officer, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales,
Kevin O'Leary	Treasurer, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales,
Lisa Jensen	Chief Operating Officer, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales,

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\* Director of Atlantic Blue Trust, Inc.

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SCHEDULE 2-B

ALICO HOLDING, LLC

Managers

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The name, present principal occupation, and business address of each manager of Alico Holding, LLC are set forth below.

Name -----	Principal Occupation -----	Business Address -----
Kristine Eppes	Office Manager	2215-B Renaissance Drive Suite 5 Las Vegas, Nevada 89119
JD Alexander	President, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales
Yvonne Bunce	Corporate Secretary, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales
Kevin O'Leary	Controller, Atlantic Blue Trust, Inc.	122 East Tillman Avenue, Lake Wales