

FRESH DEL MONTE PRODUCE INC  
Form S-8  
October 31, 2008

As filed with the Securities and Exchange Commission on October 31, 2008

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**FRESH DEL MONTE PRODUCE INC.**

(Exact Name of Registrant as Specified in Its Charter)

**The Cayman Islands**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**N/A**  
(I.R.S. Employer  
Identification Number)

**c/o Walkers SPV Limited  
Walker House, 87 Mary Street  
George Town, Grand Cayman, KY1-9002  
Cayman Islands  
(345) 945-3727**

**c/o Del Monte Fresh Produce Company  
241 Sevilla Avenue, Coral Gables, FL 33134  
(305) 520-8400**

(Address and Telephone Number of Registrant's Principal Executive Offices) (Address and Telephone Number of Registrant's U.S. Executive Offices)  
**Hani El-Naffy**

**President and Chief Operating Officer**

**Fresh Del Monte Produce Inc.**

**c/o Del Monte Fresh Produce Company**

**241 Sevilla Avenue, Coral Gables, FL 33134**

**(305) 520-8400**

(Name, Address and Telephone Number of Agent for Service)

**Fresh Del Monte Produce Inc. 1999 Share Incentive Plan, As Amended**

(Full Title of the Plan)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

| Title Of Securities   | Amount To Be Registered (1) | Proposed       | Proposed            | Amount Of Registration |
|---|-----------------------------|----------------|---------------------|------------------------|
|   |                             | Maximum        | Maximum             |                        |
| To Be Registered  |                             | Offering Price | Aggregate           |                        |
|   |                             | Per Share      | Offering Price      | Fee                    |
| Fresh Del Monte Produce Inc.<br>Ordinary Shares, \$0.01 par value per share | 1,755,250                   | \$16.91 (2)    | \$29,681,277 (2)    | \$1,166.47 (2)         |
| Fresh Del Monte Produce Inc.<br>Ordinary Shares, \$0.01 par value per share | 1,244,750                   | \$22.25 (3)    | \$27,695,687 (3)    | \$1,088.44 (3)         |
| <b>TOTAL</b>  | <b>3,000,000</b>            |                | <b>\$57,376,964</b> | <b>\$2,254.91</b>      |

- (1) Together with an indeterminate number of Ordinary Shares that may be necessary to adjust the number of Ordinary Shares reserved for issuance pursuant to the Fresh Del Monte Produce Inc. 1999 Share Incentive Plan, As Amended (the Plan ) as the result of a stock split, stock dividend or similar adjustment of the outstanding Ordinary Shares of Fresh Del Monte Produce Inc. (the Registrant or the Company ).
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended (the Securities Act ) and based upon the average of the high and low prices of the Ordinary Shares of the Registrant as reported on the New York Stock Exchange on October 29, 2008.
- (3) With respect to 1,244,750 shares covered by stock options granted prior to the filing of this Registration Statement calculated pursuant to Rule 457(h) under the Securities Act, based on the price at which the options may be exercised.

**Explanatory Note**

On April 30, 2008, the shareholders of the Company approved an amendment to the Plan, authorizing the issuance of an additional 3,000,000 Ordinary Shares under the Plan, increasing the aggregate Ordinary Shares issuable under the Plan to 9,000,000.

The additional Ordinary Shares to be registered by this Registration Statement are of the same class as those covered by the Company's previously filed Registration Statements on Form S-8 filed on May 28, 1999 (Registration No. 333-10400), May 3, 2002 (Registration No. 333-87606) and April 28, 2005 (Registration No. 333-124402) (the Prior Registration Statements). This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional 3,000,000 Ordinary Shares issuable pursuant to options to be granted under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, filed in connection with the Plan, including the periodic reports that the Company filed after the Prior Registration Statements to maintain current information about the Company, are incorporated herein by reference.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following documents are filed with or incorporated by reference into this Registration Statement:

- 4.1 Amended and Restated Memorandum of Association of Fresh Del Monte Produce Inc. (incorporated by reference from Exhibit 3.6 to the Company's Registration Statement on Form F-1 (File No. 333-7708)).
- 4.2 Amended and Restated Articles of Association of Fresh Del Monte Produce Inc. (incorporated by reference from Exhibit 3.7 to the Company's Registration Statement on Form F-1 (File No. 333-7708)).
- 4.3 Fresh Del Monte Produce Inc. 1999 Share Incentive Plan, As Amended (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on July 30, 2008 (File No. 333-07708)).
- 5.1 Opinion of Walkers regarding the validity of securities being registered.
- 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Walkers (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page).

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida, on this 29<sup>th</sup> day of October, 2008.

FRESH DEL MONTE PRODUCE INC.

By: */s/ Hani El-Naffy*  
Hani El-Naffy  
President & Chief Operating Officer

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**POWER OF ATTORNEY**

Each person whose signature appears below on this Registration Statement hereby constitutes and appoints Mohammad Abu-Ghazaleh and Hani El-Naffy, and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (unless revoked in writing) to sign any and all amendments (including post-effective amendments thereto) to this Registration Statement to which this power of attorney is attached, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on 29<sup>th</sup> day of October, 2008.

| Signature   | Title  |
|---|--|
| <i>/s/ Mohammad Abu-Ghazaleh</i><br>Mohammad Abu-Ghazaleh | Chairman and Chief Executive Officer<br>(Principal Executive Officer)  |
| <i>/s/ Richard Contreras</i><br>Richard Contreras         | Senior Vice President and Chief Financial Officer<br>(Principal Financial Officer; Principal Accounting Officer) |
| <i>/s/ Hani El-Naffy</i><br>Hani El-Naffy                 | President and Chief Operating Officer and Director   |
| <i>/s/ Amir Abu-Ghazaleh</i><br>Amir Abu-Ghazaleh         | Director   |
| <i>/s/ Maher Abu-Ghazaleh</i><br>Maher Abu-Ghazaleh       | Director   |
| <i>/s/ Salvatore H. Alfiero</i><br>Salvatore H. Alfiero   | Director   |
| <i>/s/ Michael J. Berthelot</i><br>Michael J. Berthelot   | Director   |
| <i>/s/ Edward L. Boykin</i><br>Edward L. Boykin           | Director   |
| <i>/s/ John H. Dalton</i><br>John H. Dalton               | Director   |
| <i>/s/ Elias K. Hebeka</i><br>Elias K. Hebeka             | Director   |

**SIGNATURE OF AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative of Fresh Del Monte Produce Inc. in the United States, has signed this Registration Statement or amendment in the City of Newark, State of Delaware, on the 30<sup>th</sup> day of October, 2008.

**PUGLISI & ASSOCIATES**

By: */s/ Donald J. Puglisi*  
Donald J. Puglisi  
Managing Director

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EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Method of Filing</b>   |
|--------------------|--|---|
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| 4.2                | Amended and Restated Articles of Association of Fresh Del Monte Produce Inc.                       | Incorporated by reference from Exhibit 3.7 to the Company's Registration Statement on Form F-1 (File No. 333-7708)  |
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| 5.1                | Opinion of Walkers regarding the validity of securities being registered                           | Filed herewith  |
| 23.1               | Consent of Ernst & Young LLP, Independent Auditors / Independent Registered Public Accounting Firm | Filed herewith  |
| 23.2               | Consent of Walkers (included in Exhibit 5.1)   | Filed herewith  |
| 24.1               | Power of Attorney (included on signature page)   | Filed herewith  |