

FRESH DEL MONTE PRODUCE INC
Form SC 13D/A
July 30, 2003

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Fresh Del Monte Produce Inc.

(Name of Issuer)

Ordinary Shares, \$.01 par value

(Title of Class of Securities)

G36738105

(CUSIP Number)

Bruce A. Jordan
Vice President and General Counsel
Del Monte Fresh Produce Company
241 Sevilla Avenue
Coral Gables, FL 33134

With a copy to:

Janet Fisher, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006
(212) 225-2000

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

December 31, 2001

(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 which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*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 ("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).

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 control number.

SEC 1746 (11-02)

SCHEDULE 13D

CUSIP No. G36738105

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON IAT Group Inc.	
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* Not applicable.	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	7	SOLE VOTING POWER - 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 26,922,536 Ordinary Shares, par value \$0.01

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,922,536 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.90%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sumaya Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|
(b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Lebanon

7 SOLE VOTING POWER
- 0 -

8 SHARED VOTING POWER
26,922,536 Ordinary Shares, par value \$0.01

9 SOLE DISPOSITIVE POWER
- 0 -

10 SHARED DISPOSITIVE POWER
26,922,536 Ordinary Shares, par value \$0.01

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,922,536 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.90%

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mohammad Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jordan

	7	SOLE VOTING POWER 2,394,905 Ordinary Shares, par value \$0.01
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER 2,394,905 Ordinary Shares, par value \$0.01
	10	SHARED DISPOSITIVE POWER 26,922,536 Ordinary Shares, par value \$0.01

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,317,441 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
52.16%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oussama Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|
(b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

	7	SOLE VOTING POWER 783,239 Ordinary Shares, par value \$0.01
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER 783,239 Ordinary Shares, par value \$0.01
	10	SHARED DISPOSITIVE POWER 26,922,536 Ordinary Shares, par value \$0.01

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,705,775 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
49.29%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maher Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

(b)

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- Not applicable.
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- Lebanon
- | | | |
|---|----|--|
| | 7 | SOLE VOTING POWER
673,239 Ordinary Shares, par value \$0.01 |
| NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON
WITH | 8 | SHARED VOTING POWER
26,922,536 Ordinary Shares, par value \$0.01 |
| | 9 | SOLE DISPOSITIVE POWER
673,239 Ordinary Shares, par value \$0.01 |
| | 10 | SHARED DISPOSITIVE POWER
26,922,536 Ordinary Shares, par value \$0.01 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,595,775 Ordinary Shares, par value \$0.01
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
49.10%
- 14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- Amir Abu-Ghazaleh
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- Not applicable.
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jordan

	7	SOLE VOTING POWER 1,059,381 Ordinary Shares, par value \$0.01
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER 1,059,381 Ordinary Shares, par value \$0.01
	10	SHARED DISPOSITIVE POWER 26,922,536 Ordinary Shares, par value \$0.01

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,981,917 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
49.78%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fatima Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jordan

7 SOLE VOTING POWER
- 0 -

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER	- 0 -
	10	SHARED DISPOSITIVE POWER	26,922,536 Ordinary Shares, par value \$0.01
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,922,536 Ordinary Shares, par value \$0.01		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		X
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 47.90%		
14	TYPE OF REPORTING PERSON* IN		

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		Nariman Abu-Ghazaleh
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) X (b) _	
3	SEC USE ONLY		
4	SOURCE OF FUNDS* Not applicable.		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		_
6	CITIZENSHIP OR PLACE OF ORGANIZATION Jordan		
	7	SOLE VOTING POWER	- 0 -
	8	SHARED VOTING POWER	26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER	- 0 -
	10	SHARED DISPOSITIVE POWER	26,922,536 Ordinary Shares, par value \$0.01

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,922,536 Ordinary Shares, par value \$0.01
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.90%
- 14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maha Abu-Ghazaleh
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|
(b) |_|
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

Not applicable.
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) |_|
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jordan
- 7 SOLE VOTING POWER
- 0 -
- 8 SHARED VOTING POWER
26,922,536 Ordinary Shares, par value \$0.01
- 9 SOLE DISPOSITIVE POWER
- 0 -
- 10 SHARED DISPOSITIVE POWER
26,922,536 Ordinary Shares, par value \$0.01
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,922,536 Ordinary Shares, par value \$0.01
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.90%

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wafa Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jordan

7 SOLE VOTING POWER
- 0 -

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
26,922,536 Ordinary Shares, par value \$0.01

9 SOLE DISPOSITIVE POWER
- 0 -

10 SHARED DISPOSITIVE POWER
26,922,536 Ordinary Shares, par value \$0.01

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,922,536 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.90%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

CUSIP No. G36738105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Hanan Abu-Ghazaleh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|
(b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jordan

	7	SOLE VOTING POWER - 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 26,922,536 Ordinary Shares, par value \$0.01
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 26,922,536 Ordinary Shares, par value \$0.01

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,922,536 Ordinary Shares, par value \$0.01

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.90%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), IAT Group Inc., a company incorporated under the laws of the Cayman Islands ("IAT"), Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh hereby amend and restate in its entirety their statement on Schedule 13D, dated September 17, 1998 (the

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

"1998 Schedule 13D"), as amended on January 28, 1999 (the "1999 Amendment") relating to the ordinary shares, par value \$0.01 per share ("Ordinary Shares"), of Fresh Del Monte Produce Inc. (the "Company"). Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Act, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh hereby amend and restate in its entirety their statement on Schedule 13D, dated September 20, 2001 (the "2001 Schedule 13D"), relating to Ordinary Shares. Pursuant to Rule 101(a)(2)(ii) of Regulation S-T, this amendment (the "Amendment") restates the entire text of the 1998 Schedule 13D and the 1999 Amendment.

For purposes of this Amendment and any subsequent amendment (unless otherwise defined therein), the term "Reporting Persons" means IAT, Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh, Amir Abu-Ghazaleh, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh.

FG Holdings Limited, a company incorporated under the laws of the Cayman Islands ("FG Holdings"), beneficially owned substantially all of the outstanding Ordinary Shares of the Company from December 20, 1996 until the consummation of the initial public offering (the "IPO") of the Company's Ordinary Shares on October 29, 1997. Since the IPO and through September 17, 1998, FG Holdings retained direct ownership of approximately 63.0% of the outstanding Ordinary Shares of the Company. Prior to the transactions requiring the filing of the 1998 Schedule 13D, FG Holdings and the other persons listed as reporting persons in the 1998 Schedule 13D filed a Statement on Schedule 13G, and Amendment No. 1 thereto, pursuant to Rule 13d-1(d) under the Exchange Act.

On October 13, 1998, FG Holdings, IAT, Ahmed Abu-Ghazaleh, Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh filed the 1998 Schedule 13D to reflect the acquisition of beneficial ownership by IAT, of an additional 6,000,000 Ordinary Shares from the Company pursuant to the Acquisition Agreement among the Company, IAT, and Ahmed Abu-Ghazaleh, Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh, the stockholders of IAT (collectively, the "IAT Selling Stockholders"), dated as of July 20, 1998 (the "IAT Acquisition Agreement"), as more fully described in Items 3 and 6 below. At the closing of the transactions under the IAT Acquisition Agreement on September 17, 1998 (the "IAT Acquisition"), IAT transferred to the Company all of the issued and outstanding shares of capital stock of the operating subsidiaries of IAT, in exchange for aggregate consideration from the Company consisting of: (i) the assumption of existing debt of subsidiaries of IAT in an amount equal to approximately \$130 million, (ii) the delivery to IAT of \$25 million in cash and (iii) the delivery to IAT of 6,000,000 Ordinary Shares (the "IAT Acquisition Consideration").

On January 28, 1999, FG Holdings, IAT, Ahmed Abu-Ghazaleh, Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh filed the 1999 Amendment to reflect (a) a share transfer between MARS Limited, a Marshall Islands corporation ("MARS"), and FG Holdings, whereby MARS' ownership interest in FG Holdings was increased from 14% to 16.7394511% and the interest of IAT in FG Holdings was decreased from 86% to 83.2605489% and (b) a January 20, 1999 dividend of the Company's Ordinary Shares owned by FG Holdings to its shareholders, MARS and IAT, which was followed immediately by a dividend by MARS of the 5,020,764 Company Ordinary Shares it received from FG Holdings to its shareholders, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh.

On September 20, 2001, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh filed the 2001 Schedule 13D to reflect the inheritance by each of them from the estate of Ahmed Abu-Ghazaleh of 1.34% respectively of the voting equity securities of

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

IAT.

Item 2. Identity and Background.

This Amendment is hereby filed by the Reporting Persons.

(a) Name of the Reporting Persons.

- (1) IAT Group Inc.
- (2) Sumaya Abu-Ghazaleh
- (3) Mohammad Abu-Ghazaleh
- (4) Oussama Abu-Ghazaleh
- (5) Maher Abu-Ghazaleh
- (6) Amir Abu-Ghazaleh
- (7) Fatima Abu-Ghazaleh
- (8) Nariman Abu-Ghazaleh
- (9) Maha Abu-Ghazaleh
- (10) Wafa Abu-Ghazaleh
- (11) Hanan Abu-Ghazaleh

(b) Residence or business address of the Reporting Persons.

(1) The principal business address of IAT is c/o Walker House, Mary Street, P.O. Box 908 GT, George Town, Grand Cayman, Cayman Islands.

(2) The business address of each of Mohammad Abu-Ghazaleh and Oussama Abu-Ghazaleh is c/o Del Monte Fresh Produce (Chile) S.A., Avenida Santa Maria 6330, Vitacura, Santiago, Chile.

(3) The business address of each of Sumaya Abu-Ghazaleh, Maher Abu-Ghazaleh, Amir Abu-Ghazaleh, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh is c/o Ahmed Abu-Ghazaleh & Sons Co. Ltd., No. 18, Hamariya Fruit & Vegetable Market, Dubai, United Arab Emirates.

(c) Present principal occupation or employment.

(1) IAT is a holding company for certain companies owned or controlled by the Abu-Ghazaleh family. Until consummation of the IAT Acquisition, IAT engaged primarily in the production, packaging, transportation, distribution and marketing of table grapes, apples, stonefruit, citrus and other fresh produce on a worldwide basis. IAT also engaged in maritime transportation of fresh fruit and other products for itself and third parties in its owned, leased and chartered refrigerated vessels. In addition, IAT manufactured plastic harvesting boxes and bins, fruit trays and other plastic products. As a result of the consummation of the IAT Acquisition, these activities formerly conducted by IAT and its subsidiaries are conducted by the Company and its subsidiaries.

The name, residence, or business address, and present principal occupation of each director, executive officer and controlling person of IAT is presented in Schedule II, incorporated herein by reference.

(2) Sumaya Abu-Ghazaleh's present principal occupation is shareholder of IAT.

(3) Mohammad Abu-Ghazaleh's present principal occupation is Chairman of the Board, Director and Chief Executive Officer of the Company. The Company's global business is primarily the worldwide sourcing, transportation and marketing of fresh and fresh-cut produce. The Company's principal executive office is located at Walker House, Mary Street, P.O. Box 908 GT, Georgetown, Grand Cayman, Cayman Islands and its U.S. executive office is

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

located at c/o Del Monte Fresh Produce Company, 241 Sevilla Avenue, Coral Gables, Florida, 33134. Mohammad Abu-Ghazaleh is also a shareholder and the Chief Executive Officer of IAT.

(4) Oussama Abu-Ghazaleh's present principal occupation is as a Director and shareholder of IAT.

(5) Maher Abu-Ghazaleh's present principal occupation is Managing Director of Suma International General Trading and Contracting Company, whose principal business is cold storage and whose address is P.O. Box 215 Safat, 13003 Kuwait. Maher Abu-Ghazaleh is also a Director of the Company and a Director and shareholder of IAT.

(6) Amir Abu-Ghazaleh's present principal occupation is General Manager of Abu-Ghazaleh International Company, whose principal business is the distribution and marketing of fresh produce and whose address is P.O. Box 1767, Dubai, United Arab Emirates. Amir Abu-Ghazaleh is also a Director of the Company and a Director and shareholder of IAT.

(7) The present principal occupation of each of Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh is homemaker and shareholder of IAT.

(d) None of the Reporting Persons, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of the Reporting Persons, during the last five years, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship.

- (1) IAT is a company incorporated under the laws of the Cayman Islands.
- (2) Each of Sumaya Abu-Ghazaleh and Maher Abu-Ghazaleh is a citizen of Lebanon.
- (3) Oussama Abu-Ghazaleh is a citizen of Chile.
- (4) Each of Mohammad Abu-Ghazaleh, Amir Abu-Ghazaleh, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh is a citizen of Jordan.

Item 3. Source and Amount of Funds or Other Consideration.

At the closing of the IAT Acquisition, IAT transferred to the Company all of the issued and outstanding shares of capital stock of the operating subsidiaries of IAT, in exchange for the IAT Acquisition Consideration. In addition, under the terms of the IAT Acquisition Agreement, IAT and the IAT Selling Stockholders agreed to indemnify the Company against certain damages, as described more fully in Item 6 below.

As set forth in Item 1, on January 20, 1999, FG Holdings declared a dividend (the "FG Holdings Dividend") and distributed the 29,993,600 Ordinary Shares owned by it to its shareholders, IAT and MARS, pro rata. Of the

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

29,993,600 shares, 24,972,836 were distributed to IAT and 5,020,764 were distributed to MARS. Immediately following the FG Holdings Dividend, MARS declared a dividend (the "MARS Dividend") and distributed the 5,020,764 shares it had received from FG Holdings to its shareholders, pro rata. As of the date of the 1999 Amendment, the shareholders of FG Holdings were MARS (16.7394511%) and IAT (83.2605489%).

Neither the shareholders of FG Holdings nor of MARS paid any consideration for the Ordinary Shares received in connection with the dividends. As a result of the FG Holdings Dividend and the MARS Dividend, from and after January 20, 1999 neither MARS nor FG Holdings owns, directly or indirectly, any Ordinary Shares.

As set forth in Item 1, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh inherited their shares of IAT from the estate of Ahmed Abu-Ghazaleh.

Item 4. Purpose of Transaction.

Since the IPO, the Abu-Ghazaleh family members have at all times maintained direct or indirect ownership and control of a majority of the outstanding Ordinary Shares of the Company, have directed the Company's management and policies and have controlled the election of the entire board of directors.

The purpose of the IAT Acquisition was to combine the respective businesses of the Company and IAT. The acquisition by IAT of the 6,000,000 additional Ordinary Shares as a result of the closing of the IAT Acquisition did not affect the Abu-Ghazaleh family members' continuing ability to maintain indirect ownership and control of a majority of the outstanding Ordinary Shares of the Company, direct the Company's management and policies and control the election of the entire board of directors.

The purpose of the FG Holdings Dividend and the MARS Dividend was to allow the shareholders of MARS to hold their interest in the Company directly, rather than indirectly.

The purpose of the transactions reported in this Amendment was to permit the Reporting Persons effecting such transactions to diversify their investment portfolios. Depending on market conditions and other factors, and subject to regulatory restrictions, the Reporting Persons may purchase additional securities of the Company, or continue to sell securities of the Company, from time to time in the open market or in privately negotiated transactions, pursuant to a written trading plan or otherwise. The Reporting Persons also may, from time to time, and reserve the right to, formulate other plans or proposals regarding the Company or its securities, to the extent deemed advisable by the Reporting Persons.

Except as set forth above, none of the Reporting Persons, nor, to the best of their knowledge, any of the directors or executive officers listed on Schedule I or Schedule II, has any plan or proposal which relates to or would result in: (a) the acquisition by any person of additional securities of the Company, or the disposition of the securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g)

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the 1934 Act; or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof: (i) IAT beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; (ii) Sumaya Abu-Ghazaleh beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; (iii) Mohammad Abu-Ghazaleh beneficially owns 29,317,441 Ordinary Shares, which constitutes approximately 52.16% of the Ordinary Shares outstanding; (iv) Oussama Abu-Ghazaleh beneficially owns 27,705,775 Ordinary Shares, which constitutes approximately 49.29% of the Ordinary Shares outstanding; (v) Maher Abu-Ghazaleh beneficially owns 27,595,775 Ordinary Shares, which constitutes approximately 49.10% of the Ordinary Shares outstanding; (vi) Amir Abu-Ghazaleh beneficially owns 27,981,917 Ordinary Shares, which constitutes approximately 49.78% of the Ordinary Shares outstanding; (vii) Fatima Abu-Ghazaleh beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; (viii) Nariman Abu-Ghazaleh beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; (ix) Maha Abu-Ghazaleh beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; (x) Wafa Abu-Ghazaleh beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; and (xi) Hanan Abu-Ghazaleh beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding.

(b) As of the date hereof: (i) IAT directly beneficially owns 26,922,536 Ordinary Shares, which constitutes approximately 47.90% of the Ordinary Shares outstanding; (ii) Sumaya Abu-Ghazaleh directly beneficially owns no Ordinary Shares; (iii) Mohammad Abu-Ghazaleh directly beneficially owns 2,394,905 Ordinary Shares, which constitutes approximately 4.26% of the Ordinary Shares outstanding; (iv) Oussama Abu-Ghazaleh directly beneficially owns 783,239 Ordinary Shares, which constitutes approximately 1.39% of the Ordinary Shares outstanding; (v) Maher Abu-Ghazaleh directly beneficially owns 673,239 Ordinary Shares, which constitutes approximately 1.20% of the Ordinary Shares outstanding; (vi) Amir Abu-Ghazaleh directly beneficially owns 1,059,381 Ordinary Shares, which constitutes approximately 1.88% of the Ordinary Shares outstanding; (vii) Fatima Abu-Ghazaleh directly beneficially owns no Ordinary Shares; (viii) Nariman Abu-Ghazaleh directly beneficially owns no Ordinary Shares; (ix) Maha Abu-Ghazaleh directly beneficially owns no Ordinary Shares; (x) Wafa Abu-Ghazaleh directly beneficially owns no Ordinary Shares; and (xi) Hanan Abu-Ghazaleh directly beneficially owns no Ordinary Shares.

As a result of the disposition of the estate of Ahmed Abu-Ghazaleh, Sumaya Abu-Ghazaleh owns 12.5% of IAT's outstanding voting equity securities, each of Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh owns 20.2% of IAT's outstanding voting equity securities, and each of Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh owns 1.34% of IAT's outstanding voting equity securities. By reason of their relationship, the Reporting Persons may be deemed to share voting and dispositive power with respect to 26,922,536 Ordinary Shares held directly by IAT.

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Individually, no Abu-Ghazaleh family member owns a controlling interest in IAT. Because each of the IAT shareholders votes with other family members, however, the Abu-Ghazaleh family jointly controls IAT. As a result, the individual Abu-Ghazaleh family members may be deemed to beneficially own the 26,922,536 Ordinary Shares, representing approximately 47.90% of the outstanding Ordinary Shares, directly owned by IAT. As a result, each individual Abu-Ghazaleh family member is executing this Amendment with respect to the Ordinary Shares directly owned by IAT. In addition, each of Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh is executing this Amendment with respect to the Ordinary Shares beneficially owned directly by him, as indicated above. Pursuant to Rule 13d-4 under the Exchange Act, this Amendment shall not be construed as an admission that any other Abu-Ghazaleh family member is the beneficial owner of the Ordinary Shares owned directly by any of Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh or Amir Abu-Ghazaleh, and IAT and each other individual Abu-Ghazaleh family member expressly disclaims beneficial ownership of such Ordinary Shares.

Because no individual Abu-Ghazaleh family member owns a controlling interest in IAT, but rather the family members must act in concert to control IAT, no individual Abu-Ghazaleh family member has the sole power to vote or to direct the voting of, or the sole power to dispose or to direct the disposition of, any Ordinary Shares owned directly by IAT. Except for the Ordinary Shares owned directly by each of Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh or Amir Abu-Ghazaleh, respectively, and as to which each of Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh or Amir Abu-Ghazaleh has, respectively, sole power to vote or to direct the vote, and sole power to dispose or to direct the disposition, none of the Reporting Persons who are members of the Abu-Ghazaleh family has sole power to vote or to direct the voting of, or the sole power to dispose or to direct the disposition of, any of the Ordinary Shares covered by this Amendment.

As of the date of the 1998 Schedule 13D, IAT owned 86.0% of the outstanding voting equity securities of FG Holdings, and MARS owned the remaining 14.0% of the outstanding voting equity securities of FG Holdings. Because IAT owned 86.0% of the outstanding voting equity securities of FG Holdings, IAT owned indirectly and controlled the 29,993,600 Ordinary Shares then owned directly by FG Holdings, representing approximately 55.9% of the then-outstanding Ordinary Shares. As of the date of the 1998 Schedule 13D, all of the outstanding voting equity securities of IAT were owned by six members of the Abu-Ghazaleh family, each of whom was a Reporting Person on the 1998 Schedule 13D. The six IAT shareholders as of that date were Ahmed Abu-Ghazaleh (20%), Sumaya Abu-Ghazaleh (10%), Mohammad Abu-Ghazaleh (17.5%), Oussama Abu-Ghazaleh (17.5%), Maher Abu-Ghazaleh (17.5%) and Amir Abu-Ghazaleh (17.5%).

As of the date of the 1998 Schedule 13D, four members of the Abu-Ghazaleh family owned all the outstanding voting equity securities of MARS, which owned 14.0% of the outstanding voting equity securities of FG Holdings. MARS was not a Reporting Person under the 1998 Schedule 13D, however, because MARS did not have the power to vote or to direct the voting of, or the power to dispose or to direct the disposition of, any Ordinary Shares in light of IAT's then-ownership of 86.0% of the outstanding securities of FG Holdings. As of the date of the 1998 Schedule 13D, the MARS shareholders were Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh; these individuals owned 47.7%, 15.6%, 15.6% and 21.1%, respectively, of the outstanding securities of MARS. Collectively they owned 100% of the outstanding securities of MARS. As set forth in Item 4, as a result of the FG Holdings Dividend and the MARS Dividend, from and after January 20, 1999 neither MARS nor FG Holdings owns, directly or indirectly, any Ordinary Shares.

(c) Schedules III.A, III.B, III.C and III.D, incorporated herein by reference, set forth all acquisitions and dispositions of Ordinary

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Shares by any of the Reporting Persons from November 1, 2001, including the identity of the Reporting Person who effected the transaction, the date of the transaction, the amount of Ordinary Shares involved, the price per share, and where and how the transaction was effected

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

The IAT Acquisition Agreement. The following is a brief description of the IAT Acquisition Agreement, and is qualified in its entirety by reference to such agreement, which was previously filed as an exhibit to the 1998 Schedule 13D and is incorporated herein by reference. At the closing of the IAT Acquisition, IAT transferred to the Company all of the issued and outstanding shares of capital stock of the operating subsidiaries of IAT, in exchange for the IAT Acquisition Consideration. The closing of the IAT Acquisition was conditioned upon (i) the approval of the IAT Acquisition Agreement by the holders of a majority of the outstanding Ordinary Shares and, in addition, (ii) the approval of the IAT Acquisition Agreement by the holders of a majority of the outstanding Ordinary Shares (excluding shares held by the Reporting Persons) present and voting at the meeting of shareholders called to consider the agreement, each of which approvals were obtained at the meeting of shareholders of the Company held on September 17, 1998.

Pursuant to the IAT Acquisition Agreement, IAT and the IAT Selling Stockholders jointly and severally agreed to indemnify fully, hold harmless and defend the Company against any damages arising out of or relating to (i) any inaccuracy or breach of any representation or warranty of IAT or the IAT Selling Stockholders in the IAT Acquisition Agreement or (ii) any breach of any covenant or agreement of IAT and the IAT Selling Stockholders in the IAT Acquisition Agreement. The Company's right to indemnification survived until the first anniversary of the closing date of the IAT Acquisition and the aggregate liability of IAT and the IAT Selling Stockholders for indemnification could not exceed the total consideration paid by the Company. In addition, each claim for indemnification could not be less than \$50,000 and indemnification payments would only be made in the event damages related to such claims in the aggregate exceed \$250,000.

IAT and the IAT Selling Stockholders also agreed to indemnify and hold harmless the Company for any damages the Company suffers as a result of certain tax liabilities incurred by the subsidiaries of IAT before the closing date of the IAT Acquisition and not otherwise provided for.

The Registration Rights Agreement. The following is a brief description of the Registration Rights Agreement, and is qualified in its entirety by reference to such agreement, which was previously filed as an exhibit to the 1998 Schedule 13D and is incorporated herein by reference. FG Holdings entered into a registration rights agreement (the "Registration Rights Agreement") with the Company, which became effective upon the consummation of the IPO, pursuant to which the Company granted FG Holdings and its affiliates the right to require, subject to the terms and conditions set forth therein, the Company to register Ordinary Shares held by them (the "Registrable Securities") for sale in accordance with their intended method of disposition thereof (a "demand registration"). The holders of a majority of the Registrable Securities may request one demand registration per year (except in certain circumstances). In addition, so long as FG Holdings continued to hold at least 5% of the outstanding Ordinary Shares, FG Holdings also had the right to request one demand registration. FG Holdings could not require more than one demand registration each year. Additionally, the Company granted to FG Holdings the right, subject to certain exceptions, to participate in registrations of Ordinary Shares initiated by the Company on its own behalf or on behalf of any other shareholder (a "piggy-back registration").

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

The Registration Rights Agreement provides that to the extent not inconsistent with applicable law, each holder of Registrable Securities will not effect any public sale or distribution of any Registrable Securities of the Company, or any securities convertible into or exchangeable or exercisable for such Registrable Securities, during the seven days prior to and the 90 days after any registration relating to such Registrable Securities has become effective, except as part of such registration, if requested by the Company or the managing underwriter or underwriters of such offering. In addition, the Company has agreed not to effect any public sale or distribution of its Registrable Securities or securities convertible into or exchangeable or exercisable for any of such Registrable Securities during the seven days prior to and the 90 days after any registration relating to such Registrable Securities has become effective, except as part of such registration and except pursuant to registrations relating to employee benefit plans and certain other offerings.

The Company is required to pay expenses (other than underwriting discounts and commissions) incurred by FG Holdings and its affiliates in connection with the demand and piggy-back registrations. Subject to certain limitations specified in the Registration Rights Agreement, FG Holdings' registration rights are assignable to third parties. The Registration Rights Agreement contains indemnification and contribution provisions by the Company for the benefit of FG Holdings and its permitted assigns and related persons. The rights of FG Holdings under the Registration Rights Agreement will terminate if FG Holdings and its affiliates cease to own at least 5% of the outstanding Ordinary Shares.

Under the Registration Rights Agreement, all of the Ordinary Shares held by the Reporting Persons and covered by this Amendment constitute Registrable Securities.

The Strategic Alliance Agreement. The following is a brief description of the Strategic Alliance Agreement, and is qualified in its entirety by reference to such agreement, which was previously filed as an exhibit to the 1998 Schedule 13D and is incorporated herein by reference. Prior to the IPO, IAT entered into a letter agreement dated August 29, 1997 (the "Strategic Alliance Agreement") with the Company in order to delineate the relationship between the Company and IAT and its affiliates in respect of competition in, and acquisitions relating to, the fresh produce business. Under the Strategic Alliance Agreement, IAT agreed not to compete, directly or indirectly, with the Company in the sale, marketing, production, distribution or transportation of any fresh produce products that the Company sells in the markets in which the Company had been selling such products as of the date of the IPO (other than with respect to products and markets in which IAT and its affiliates sell as of such date), and to use its best efforts to cause its affiliates to comply with such restrictions. IAT also agreed to notify and offer to the Company, on a first refusal basis, certain fresh produce acquisition and business opportunities (excluding acquisitions within and transactions between the IAT group) made available or brought to the attention of IAT and to use its best efforts to cause its affiliates to do the same. The Strategic Alliance Agreement will remain in effect until the later of (i) October 29, 2007 (ten years from the date of the consummation of the IPO) and (ii) such time as IAT and its affiliates beneficially own less than 25% of the outstanding voting shares of the Company or IAT no longer controls, or is under common control with, the Company.

Except as described in Item 4 above and in this Item 6, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any of the directors or executive officers listed on Schedule I or Schedule II hereto, has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to securities of the Company.

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Item 7. Material To Be Filed As Exhibits.

1. Joint Filing Agreement by and among FG Holdings Limited, IAT Group Inc., Ahmed Abu-Ghazaleh, Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh, previously filed as Exhibit 1 to the 1998 Schedule 13D.

2. Acquisition Agreement among Fresh Del Monte Produce Inc., IAT Group Inc., and Ahmed Abu-Ghazaleh, Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh and Amir Abu-Ghazaleh, the stockholders of IAT, dated as of July 20, 1998, previously filed as Exhibit 2 to the 1998 Schedule 13D.

3. Registration Rights Agreement dated as of October 15, 1997 between FG Holdings Limited, a Cayman Islands corporation, and Fresh Del Monte Produce Inc., a Cayman Islands corporation, previously filed as Exhibit 3 to the 1998 Schedule 13D.

4. Strategic Alliance Agreement between Fresh Del Monte Produce Inc. and IAT Group Inc. dated August 29, 1997, previously filed as Exhibit 4 to the 1998 Schedule 13D.

5. Joint Filing Agreement by and among Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Wafa Abu-Ghazaleh, Maha Abu-Ghazaleh and Hanan Abu-Ghazaleh, previously filed as Exhibit 1 to the 2001 Schedule 13D.

6. Joint Filing Agreement by and among IAT Group Inc., Sumaya Abu-Ghazaleh, Mohammad Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh, Amir Abu-Ghazaleh, Fatima Abu-Ghazaleh, Nariman Abu-Ghazaleh, Maha Abu-Ghazaleh, Wafa Abu-Ghazaleh and Hanan Abu-Ghazaleh.

7. Power of Attorney, dated as of July 29, 2003, in favor of Mohammad Abu-Ghazaleh by Sumaya Abu-Ghazaleh, Oussama Abu-Ghazaleh, Maher Abu-Ghazaleh, Amir Abu-Ghazaleh, Nariman Abu-Ghazaleh, Wafa Abu-Ghazaleh, Maha Abu-Ghazaleh and Hanan Abu-Ghazaleh.

SIGNATURES

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: July 30, 2003

IAT GROUP INC.

By: /s/ Mohammad Abu-Ghazaleh

Mohammad Abu-Ghazaleh
Chairman and Chief Executive Officer

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: July 30, 2003

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

SUMAYA ABU-GHAZALEH

*

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: July 30, 2003

MOHAMMAD ABU-GHAZALEH

*

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: July 30, 2003

AMIR ABU-GHAZALEH

*

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: July 30, 2003

MAHER ABU-GHAZALEH

*

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: July 30, 2003

OUSSAMA ABU-GHAZALEH

*

After reasonable inquiry and to the best of my knowledge and

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2003

FATIMA ABU-GHAZALEH

*

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: July 30, 2003

NARIMAN ABU-GHAZALEH

*

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: July 30, 2003

MAHA ABU-GHAZALEH

*

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: July 30, 2003

WAFA ABU-GHAZALEH

*

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: July 30, 2003

HANAN ABU-GHAZALEH

*

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

*By: /s/ Mohammad Abu-Ghazaleh

 Mohammad Abu-Ghazaleh
 Attorney-in-fact

SCHEDULE I

Directors and Executive Officers of FG Holdings Limited
 as of the date of the 1999 Amendment

Name and Title	Residence or Business Address	Principal Occupation
Mohammad Abu-Ghazaleh	c/o Del Monte Fresh Produce (Chile) S.A., Avenida Santa Maria 6330, Vitacura, Santiago, Chile	Director, Chairman of the Board of Directors and Chief Executive Officer of each of IAT, FG Holdings Company
Hani El-Naffy	c/o Del Monte Fresh Produce Company, 800 Douglas Road, North Tower, 12th Floor, Coral Gables, Florida 33134	Director, President and Chief Executive Officer of the Company; Director of FG Holdings
Amir Abu-Ghazaleh	c/o Ahmed Abu-Ghazaleh & Sons Co. Ltd., No. 18, Hamariya Fruit & Vegetable Market, Dubai, United Arab Emirates	Director of the Company; Director of FG Holdings
Jimenez Tenazas	c/o Del Monte Fresh Produce Company, 800 Douglas Road, North Tower, 12th Floor, Coral Gables, Florida 33134	Chief Financial Officer of FG Holdings
Zoltan Pinter	c/o Del Monte Fresh Produce Company, 800 Douglas Road, North Tower, 12th Floor, Coral Gables, Florida 33134	General Counsel and Secretary of FG Holdings; Associate General Counsel of Del Monte Fresh Produce Company, a subsidiary of the Company
Caledonian Bank & Trust Limited	Caledonian House, Mary Street, George Town, Grand Cayman, Cayman Islands	Assistant Secretary

SCHEDULE II

Directors and Executive Officers of IAT Group Inc.
 as of the date hereof

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Name and Title	Residence or Business Address	Principal Occupation
Mohammad Abu-Ghazaleh	c/o Del Monte Fresh Produce (Chile) S.A., Avenida Santa Maria 6330, Vitacura, Santiago, Chile	Director, Chairman of the Board Directors and Chief Executive of each of IAT and the Company
Oussama Abu-Ghazaleh	c/o Del Monte Fresh Produce (Chile) S.A., Avenida Santa Maria 6330, Vitacura, Santiago, Chile	Director of IAT
Maher Abu-Ghazaleh	c/o Ahmed Abu-Ghazaleh & Sons Co. Ltd., No. 18, Hamariya Fruit & Vegetable Market, Dubai, United Arab Emirates	Director of IAT; Director of
Amir Abu-Ghazaleh	c/o Ahmed Abu-Ghazaleh & Sons Co. Ltd., No. 18, Hamariya Fruit & Vegetable Market, Dubai, United Arab Emirates	Director of IAT; Director of

Schedule III.A

IAT Group Inc.
Transactions in Ordinary Shares

Each of the transactions described below was a sale of Ordinary Shares for cash on the New York Stock Exchange.

Date	Amount Disposed Of	Price/Share (1)
----	-----	-----
11/15/2001	4000	12.92
11/19/2001	5000	12.92
11/23/2001	10000	12.95
11/26/2001	100	12.98
11/27/2001	900	12.95
11/29/2001	5400	12.9544
11/30/2001	2000	12.98
11/30/2001	16600	13.5566
12/3/2001	13500	13.9067
12/4/2001	11500	13.8857
12/5/2001	4000	13.925
12/6/2001	12500	13.9126
12/7/2001	8500	14.0924
12/10/2001	22100	14.4203
12/11/2001	20500	14.4059
12/12/2001	23500	14.3257
12/13/2001	19100	14.4102
12/14/2001	16200	14.3299
12/17/2001	42300	14.539
12/18/2001	26000	14.8287
12/19/2001	8300	14.9311
12/19/2001	5050	15.0112
12/20/2001	12400	14.7967

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

12/21/2001	18000	14.5651
12/24/2001	49200	14.2151
12/26/2001	22100	14.594
12/27/2001	24000	14.9433
12/28/2001	20000	15.008
12/31/2001	12000	15.0872
1/2/2002	8900	15.0183
1/3/2002	30000	14.9297
1/4/2002	10800	14.9127
1/7/2002	10500	13.8124
1/8/2002	22850	13.8678
1/9/2002	12200	14.1573
2/15/2002	2000	17
2/19/2002	45000	17.3303
2/20/2002	10000	17.231
2/21/2002	400	17.03
2/22/2002	76600	17.5561
2/25/2002	14000	17.6215
2/26/2002	20300	17.5187
2/27/2002	30300	17.7917
2/28/2002	13500	17.4746
3/1/2002	11200	17.545
3/4/2002	32500	17.5294
3/5/2002	22200	17.7916
3/6/2002	30100	18.077
3/7/2002	16000	18.1903
3/8/2002	24200	18.3575
3/11/2002	43000	18.9217
3/12/2002	21000	19.1809
3/13/2002	11400	19.5169
3/14/2002	600	19.4367
3/14/2002	1400	18.4807
3/15/2002	7800	18.3427
3/18/2002	11900	17.2207
3/19/2002	17100	17.8269
3/20/2002	6500	18.0174
3/21/2002	5000	17.6006
3/22/2002	5500	17.6424
3/25/2002	20900	18.2748
3/26/2002	23200	18.8766
3/26/2002	1000	19.3
3/27/2002	5400	19.1007
5/6/2002	12000	22.9209
5/7/2002	29500	23.0035
5/8/2002	57300	23.2218
5/9/2002	24900	23.4217
5/10/2002	31500	23.6087
5/13/2002	38100	23.8837
5/14/2002	40000	24.0094
5/15/2002	5500	24.1796
5/16/2002	17000	23.9001
5/17/2002	7600	24.0896
5/20/2002	14000	23.9519
5/21/2002	5100	23.8839
5/22/2002	33100	24.0188
5/23/2002	9000	24.1904
5/24/2002	6300	23.8384
5/28/2002	2000	23.6355
5/29/2002	8000	23.4964
5/30/2002	32500	24.0706
5/31/2002	23500	24.3838
6/3/2002	10400	24.326

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

6/4/2002	9200	24.0137
6/5/2002	35500	24.2555
6/6/2002	8000	24.1675
6/7/2002	5000	23.4554
6/10/2002	21000	23.827
6/11/2002	23400	24.4503
6/12/2002	36000	24.7657
6/13/2002	42000	25.2622
6/14/2002	27500	25.5615
6/17/2002	39500	26.8914
6/18/2002	34500	27.5289
6/18/2002	43000	28.4685
6/19/2002	1000	28.595
6/24/2002	9100	26.8842
6/25/2002	13100	27.3392
6/26/2002	11600	26.8172
6/27/2002	11500	25.077
6/28/2002	17000	25.1631
7/1/2002	26000	25.2744
7/2/2002	15000	25.1016
7/3/2002	29000	25.2453
7/5/2002	31600	25.7442
7/8/2002	8200	25.8739
7/9/2002	16700	25.5499
7/10/2002	34600	25.8617
7/11/2002	37700	25.9665
7/12/2002	26500	25.9573
7/15/2002	2500	24.238
7/16/2002	3500	23.302
7/17/2002	4100	21.9305
7/18/2002	15800	21.4959
7/19/2002	9900	21.3323
7/22/2002	17800	20.3417
7/23/2002	23200	20.7362
7/24/2002	28000	20.1426
7/25/2002	43000	21.3492
7/26/2002	28100	21.6354
7/29/2002	39800	22.8987
7/30/2002	33700	23.6166
7/31/2002	44600	24.1895
8/1/2002	25500	24.9825
8/2/2002	6700	24.4264
8/5/2002	7000	24.1847
8/6/2002	9400	23.9545
8/7/2002	12225	24.3896
8/8/2002	3500	25.2137
8/12/2002	25000	26.8777
8/13/2002	19600	27.2206
8/14/2002	12700	27.0458
8/15/2002	17000	27.1086
8/19/2002	16500	26.4295
8/20/2002	24400	26.8305
8/21/2002	19500	28.0119
8/22/2002	4590	28.3582
9/23/2002	23100	24.3083
9/24/2002	22000	23.2786
9/25/2002	22000	23.1864
9/26/2002	17200	22.8235
9/27/2002	16310	23.8381
9/30/2002	48400	24.8808
10/1/2002	46000	26.2506
10/2/2002	12200	25.0301

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

10/3/2002	21500	25.0217
10/4/2002	11200	24.4405
10/7/2002	17200	24.49
10/8/2002	34400	24.4654
10/9/2002	10900	24.0438
10/10/2002	12100	24.1153
10/11/2002	20200	24.1807
10/14/2002	21500	24.28
10/15/2002	41100	24.5082
10/16/2002	18700	24.3691
10/17/2002	31400	24.4786
10/18/2002	31100	24.655
10/21/2002	36500	24.9187
10/22/2002	39000	24.8084
10/23/2002	38500	24.9032
10/24/2002	48500	25.4839
10/25/2002	49000	25.626
10/28/2002	50000	25.9006
10/29/2002	63500	26.2736
10/30/2002	56000	27.2742
10/31/2002	38700	27.4795
11/1/2002	44400	27.6773
11/4/2002	51000	28.3398
11/5/2002	37300	29.2942
11/6/2002	33000	29.1537
11/7/2002	31600	28.0005
11/8/2002	9398	27.3693
11/11/2002	6300	26.3438
11/12/2002	11200	26.5146
11/18/2002	21600	26.7931
11/19/2002	12400	26.7046
11/20/2002	20000	26.3312
11/21/2002	3000	23.5517
11/22/2002	20000	22.1955
11/25/2002	24000	23.0128
11/26/2002	20000	22.4337
11/27/2002	23000	22.8862
11/29/2002	32000	23.0048
12/2/2002	16000	22.2463
12/3/2002	12000	21.2688
12/4/2002	18677	21.3505
12/5/2002	20200	22.1938
12/6/2002	26000	22.033
12/9/2002	26000	21.8212
12/10/2002	10000	20.8
12/11/2002	7000	20.2069
12/12/2002	8600	20.3488
12/13/2002	2000	20.2
12/24/2002	14300	20.1638
12/26/2002	10000	20.325
7/14/2003	3000	28.0717

(1) Price includes commission.

Schedule III.B

Mohammad Abu-Ghazaleh
Transactions in Ordinary Shares

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Each of the acquisitions described below was a purchase of Ordinary Shares through the exercise of options.

Each of the dispositions described below was a sale of Ordinary Shares for cash through the New York Stock Exchange.

Date -----	Amount Disposed Of -----	Amount Acquired -----	Price/Share (1) -----
3/13/2002		11300	9.2813
3/13/2002	11300		194,369
3/27/2002		12550	9.2813
3/27/2002	12550		19.5762
3/28/2002		2650	9.2813
3/28/2002	2650		19.4426
4/1/2002		14000	9.2813
4/1/2002	14000		19.3419
4/2/2002		6000	9.2813
4/2/2002	6000		19.3468
4/2/2002		4000	9.2813
4/2/2002	4000		19.4138
4/3/2002		12000	9.2813
4/3/2002	12000		19.9206
4/4/2002		4150	9.2813
4/4/2002	4150		19.8012
4/4/2002		400	9.2813
4/4/2002	400		19.82
4/5/2002		3600	9.2813
4/5/2002	3600		19.9797
4/8/2002		1000	9.2813
4/8/2002	1000		19.69
4/9/2002		2000	9.2813
4/9/2002	2000		19.518
4/10/2002		6750	9.2813
4/10/2002	6750		19.8496
4/11/2002		14250	9.2813
4/11/2002	14250		20.5626
4/12/2002		15500	9.2813
4/12/2002	15500		20.944
4/15/2002		23000	9.2813
4/15/2002	23000		21.3369
4/16/2002		10850	9.2813
4/16/2002	10850		21.7302
4/22/2002		20000	9.2813
4/22/2002	20000		21.4922
4/22/2002		38000	9.2813
4/22/2002	38000		22.8032
4/24/2002		37728	9.2813
4/24/2002	37728		22.8032
4/24/2002		272	9.2813
4/24/2002	272		22.7232
5/3/2002	600		23.976
7/14/2003		10744	9.2813
7/14/2003	10744		27.8301
7/14/2003		69,226	9.2813
7/14/2003	69,226		27.9114

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

(1) Price includes commission.

Schedule III.C

Maher Abu-Ghazaleh
Transactions in Ordinary Shares

Each of the acquisitions described below was a purchase of Ordinary Shares through the exercise of options.

Each of the dispositions described below was a sale of Ordinary Shares for cash through the New York Stock Exchange.

Date	Amount Disposed Of	Amount Acquired	Price/Share (1)
----	-----	-----	-----
3/6/2001	5000		7.6
3/6/2001	5000		7.6
3/6/2001	5000		7.6
3/6/2001	2500		7.7
3/7/2001	5000		7.7
3/7/2001	5000		7.7
3/7/2001	5000		7.7
3/7/2001	5000		7.7
3/8/2001	400		7.7
3/9/2001	5000		7.5
3/9/2001	5000		7.5
3/12/2001	1800		7.5
5/3/2001	5000		7.5
5/3/2001	2000		7.52
5/3/2001	5000		7.5
5/3/2001	18000		7.5
5/3/2001	5000		7.5
5/4/2001	5000		7.5
5/4/2001	5000		7.5
5/4/2001	5000		7.5
5/4/2001	5300		7.5
5/4/2001	5000		7.5
5/8/2002		25000	5.95
5/8/2002	25000		23.208

(1) Price includes commission.

Schedule III.D

Amir Abu-Ghazaleh
Transactions in Ordinary Shares

Each of the acquisitions described below was a purchase of Ordinary Shares through the exercise of options.

Edgar Filing: FRESH DEL MONTE PRODUCE INC - Form SC 13D/A

Each of the dispositions described below was a sale of Ordinary Shares for cash through the New York Stock Exchange.

Date ----	Amount Disposed Of -----	Amount Acquired -----	Price/Share (1) -----
5/8/2002		25000	5.95
5/8/2002	25000		23.208

(1) Price includes commission.