

DOLE FOOD CO INC  
Form SC 13G  
October 28, 2013

**SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549**

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
)\*

Dole Food  
Company, Inc.  
(Name of Issuer)

Common Stock,  
\$0.001 par value  
(Title of Class of  
Securities)

256603101  
(CUSIP Number)

October 16, 2013  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is

filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 8  
Pages)

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\* 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 the disclosures provided in a prior cover page.

The information required in 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 (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).

<b>1</b>	NAMES OF REPORTING PERSONS
	Merion Investment Management LP
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	- 0 - SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	7,510,890
<b>7</b>	SOLE DISPOSITIVE POWER
	- 0 - SHARED DISPOSITIVE POWER
<b>8</b>	
	7,510,890
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	7,510,890
<b>10</b>	CHECK BOX IF THE AGGREGATE

**11** AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

**12** 8.3%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAMES OF REPORTING PERSONS
<b>2</b>	Andrew Barroway CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	United States SOLE VOTING POWER
<b>6</b>	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7,510,890 SOLE DISPOSITIVE POWER
<b>7</b>	
<b>8</b>	- 0 - SHARED DISPOSITIVE POWER
<b>9</b>	7,510,890 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	7,510,890 CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

**12** 8.3%  
TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER.**

The name of the issuer is Dole Food Company, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at One Dole Drive, Westlake Village, California 91362.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

Merion Investment Management LP, a Delaware limited partnership ("Merion Investment Management"), with (i) respect to the Shares directly held by Merion Capital LP, a Delaware limited partnership (the "Merion Fund") and Merion Capital II LP, a Delaware limited partnership (the "Merion II Fund"); and

(ii) Mr. Andrew Barroway ("Mr. Barroway") with respect to the Shares directly held by the Merion Fund and the Merion II Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Merion Investment Management serves as the investment manager to the Merion Fund and the Merion II Fund. Merion Capital Partners LP, a Delaware limited partnership, is the general partner of the Merion Fund and the Merion II Fund (the "General Partner"). The general partner of the General Partner is MC Investment Management LLC ("MC"). The general partner of Merion Investment Management is Merion Investment Management LLC ("Merion LLC"). Mr. Barroway is the sole member of each of MC and Merion LLC. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Shares reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is c/o Merion Investment Management LP, 280 King of Prussia Rd., Radnor, PA 19087.

**Item 2(c). CITIZENSHIP:**

Merion Investment Management is a Delaware limited partnership. Mr. Barroway is a citizen of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, \$0.001 par value (the "Shares").



**Item 2(e). CUSIP NUMBER:**

256603101

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);  
Parent holding company or control person in accordance with
- (g) "  
Rule 13d-1(b)(1)(ii)(G);
- (h) "Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act (15 U.S.C. 80a-3);
- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The percentages used herein are calculated based upon 90,329,748 Shares outstanding, which reflects the number of Shares outstanding as of September 27, 2013, as reported in the Company's Definitive Proxy Statement filed on Schedule 14A on October 3, 2013.

**A. Merion Investment Management:**

- (a) Amount beneficially owned: 7,510,890 Shares
- (b) Percent of class: 8.3%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 7,510,890 Shares
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 7,510,890 Shares

**B. Mr. Barroway:**

- (a) Amount beneficially owned: 7,510,890 Shares
- (b) Percent of class: 8.3%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 7,510,890 Shares
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 7,510,890 Shares

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

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Each of the Reporting Persons hereby makes the following certification:

By signing below, each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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

DATED: October 28, 2013

merion investment  
management lp

By: Merion Investment  
Management LLC, its  
general partner

By: /s/ Andrew Barroway  
Name: Andrew  
Barroway  
Title: Managing  
Member

/s/ Andrew Barroway  
ANDREW  
BARROWAY

EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: October 28, 2013

merion investment  
management lp

By: Merion Investment  
Management LLC, its  
general partner

By: /s/ Andrew Barroway  
Name: Andrew  
Barroway  
Title: Managing  
Member

/s/ Andrew Barroway  
ANDREW  
BARROWAY