

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13E-3

RULE 13e-3 TRANSACTION STATEMENT
Under Section 13(e) of the Securities Exchange Act of 1934
(Amendment No. 2)

Dole Food Company, Inc.

(Name of the Issuer)

Dole Food Company, Inc.
David H. Murdock
DFC Holdings, LLC
DFC Merger Corp.
Castle & Cooke Investments, Inc.
Castle & Cooke Holdings, Inc.
David H. Murdock Living Trust dated May 28, 1986, as amended
(Name of Persons Filing Statement)

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

256603 101
(CUSIP Number of Class of Securities)

C. Michael Carter
Dole Food Company, Inc.
One Dole Drive
Westlake Village, California 91362
(818) 874-4000

David H. Murdock
c/o Castle & Cooke, Inc.
10900 Wilshire Boulevard
Los Angeles, California 90024
(310) 208-3636

Scott Griswold
DFC Holdings, LLC
c/o Castle & Cooke, Inc.
10900 Wilshire Boulevard
Los Angeles, California 90024
(310) 208-3636

(Name, Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of the Persons Filing Statement)

With copies to:

Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, California 90067
Attention: Jonathan Layne
(310) 552-8500

Paul Hastings LLP
695 Town Center Drive, 17th Floor
Costa Mesa, California 92626
Attention: Peter J. Tennyson
(714) 668-6200

Sullivan & Cromwell LLP
1888 Century Park East, 21st Floor
Los Angeles, California 90067
Attention: Alison S. Ressler
(310) 712-6600

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee*
\$745,647,047	\$101,706.26

* The filing fee was determined based on the aggregate merger consideration, which is the sum of (a) the product of 54,615,380 shares of common stock (including 295,200 shares subject to time-based and performance-based restricted stock units and shares of restricted stock) and the merger consideration of \$13.50 per share (equal to \$737,307,630) and (b) the difference between the merger consideration of \$13.50 per share and the exercise price per share of each of the 3,168,667 stock options outstanding for which the exercise price per share is less than \$13.50 (equal to \$8,339,417). In accordance with Exchange Act Rule 0-11(c), the filing fee of \$101,706.26 was determined by multiplying 0.0001364 by the aggregate merger consideration of \$745,647,047.

Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$101,706.26

Form or Registration No.: Schedule 14A

Filing Party: Dole Food Company, Inc.

Date Filed: August 21, 2013

Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the merger, passed upon the merits or fairness of the merger or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

Explanatory Note

This Amendment No. 2 to the Rule 13e-3 Transaction Statement on Schedule 13E-3 (as amended, the "Schedule 13E-3"), is being filed solely for the purpose of correcting certain typographical and formatting errors in Exhibit (c)(6) to the Schedule 13E-3. No other changes or additions are being made hereby to the Schedule 13E-3.

Item 16. Exhibits.

- (a)(1) Preliminary Proxy Statement of Dole Food Company, Inc. (incorporated herein by reference to the Schedule 14A filed concurrently with this Schedule 13E-3).
- (a)(2) Form of Proxy Card (incorporated herein by reference to the Preliminary Proxy Statement).
- (a)(3) Letter to Stockholders (incorporated herein by reference to the Preliminary Proxy Statement).
- (a)(4) Notice of Special Meeting of Stockholders (incorporated herein by reference to the Preliminary Proxy Statement).
- (a)(5) Press Release issued by Dole Food Company, Inc., dated August 12, 2013 (incorporated herein by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the SEC on August 12, 2013).
- (a)(6) Press Release issued by Dole Food Company, Inc., dated September 11, 2013 (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on September 11, 2013).
- (b)(1)† Commitment Letter, dated August 11, 2013, among Deutsche Bank AG New York Branch, Deutsche Bank AG Cayman Islands Branch, Deutsche Bank Securities Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, The Bank of Nova Scotia and DFC Holdings, LLC.
- (c)(1) Opinion of Lazard Frères & Co. LLC, dated August 11, 2013 (incorporated herein by reference to Appendix B of the Preliminary Proxy Statement).
- (c)(2)† Presentation of Deutsche Bank Securities Inc. to the Special Committee, dated June 24, 2013.
- (c)(3)† Discussion Materials, dated May 2, 2013 prepared by Deutsche Bank Securities Inc., provided to David H. Murdock.
- (c)(4)† Discussion Materials, dated May 14, 2013 prepared by Deutsche Bank Securities Inc., provided to David H. Murdock.

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- (c)(5)† Discussion Materials, dated May 22, 2013 prepared by Deutsche Bank Securities Inc., provided to David H. Murdock.
 - (c)(6) Discussion Materials, dated May 23, 2013 prepared by Deutsche Bank Securities Inc., provided to David H. Murdock.
 - (c)(7)† Discussion Materials, dated July 15, 2013 prepared by Deutsche Bank Securities Inc., provided to David H. Murdock.
 - (c)(8)† Discussion Materials, dated July 24, 2013 prepared by Deutsche Bank Securities Inc., provided to David H. Murdock.
 - (c)(9)*† Presentation of Lazard Frères & Co. LLC to the Special Committee, dated August 11, 2013.
 - (d)(1) Agreement and Plan of Merger, dated August 11, 2013, among DFC Holdings, LLC, DFC Merger Corp., David H. Murdock and Dole Food Company, Inc., as amended on August 19, 2013 and September 19, 2013 (incorporated herein by reference to Appendix A of the Preliminary Proxy Statement).
 - (d)(2)† Equity Commitment Letter and Guarantee, dated August 11, 2013, among David H. Murdock, DFC Holdings, LLC and Dole Food Company, Inc.
 - (d)(3) Letter Agreement, dated August 11, 2013, by and between David H. Murdock and Dole Food Company, Inc. (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on August 12, 2013).
 - (f)(1) Section 262 of the General Corporation Law of the State of Delaware (incorporated herein by reference to Appendix C of the Preliminary Proxy Statement).

* Certain portions of this exhibit have been redacted and separately filed with the Securities and Exchange Commission pursuant to a request for confidential treatment.

† Previously filed.

SIGNATURES

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

Dated as of September 24, 2013

Dole Food Company, Inc.

By: /s/ C. Michael Carter
Name: C. Michael Carter
Title: President & COO

David H. Murdock

By: /s/ David H. Murdock
Name: David H. Murdock

DFC Holdings, LLC

By: /s/ David H. Murdock
Name: David H. Murdock
Title: Manager

DFC Merger Corp.

By: /s/ David H. Murdock
Name: David H. Murdock
Title: President

Castle & Cooke Investments, Inc.

By: /s/ Scott Griswold
Name: Scott Griswold
Title: Executive Vice President

Castle & Cooke Holdings, Inc.

By: /s/ Scott Griswold
Name: Scott Griswold
Title: Executive Vice President

David H. Murdock Living Trust dated May 28, 1986, as amended

By: /s/ David H. Murdock
Name: David H. Murdock
Title: Trustee



Project Fresh

May 2013

Passion to Perform

Deutsche Bank Securities Inc., a subsidiary of Deutsche Bank AG, conducts investment banking and securities activities in the United States.

DRAFT



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Illustrative pro forma capitalization



Indicative rate assumptions		Sources of funds		Uses of funds					
Revolver	L + 325	New senior notes	\$300	Purchase non-DHM equity (c)	\$685				
Term loan B (Institutional)	L + 325	New term loan B	700	Roll DHM equity (c)	445				
LIBOR floor	1.00%	DHM cash contribution	150	Repay existing term loan B	675				
OID	99	Roll DHM equity (c)	445	Est. fees, expenses and OID	30				
New senior notes (bonds)	7.50%	Cash from balance sheet	240						
		Total sources	\$1,834	Total uses	\$1,834				
Blended cost of debt	5.40%	Pro forma capitalization							
	As of 6/30/2013E	Net mult. of LTM EBITDA at		Adjustments		Pro forma	Net mult. of LTM EBITDA at		% of pro forma
		3/31/2013A	6/30/2013E	+	-	6/30/2013E	3/31/2013A	6/30/2013E	capitalization
Cash	\$347				(\$240)	\$108			
Revolver (\$150 million)(a)	--					--			
Existing term loan B	675				(675)	--			
New term loan B	--			700		700			43.3%
Total secured debt	\$675	1.7x	2.2x			\$700	3.0x	3.9x	43.3%
New senior notes	--			300		300			18.5%
Other debt	24					24			1.5%
Total debt	\$699					\$1,024			
Net debt	\$351	1.8x	2.3x			\$916	4.7x	6.1x	63.3%
Existing common equity (b)	997			445	(997)	445			27.5%
New DHM common equity	--			150		150			9.3%
Total capitalization	\$1,696					\$1,618			
Net capitalization	\$1,349	6.9x	9.0x			\$1,511	7.7x	10.1x	100.0%
Credit statistics:									
LTM 6/30/13E EBITDA	\$150					\$150			
Interest expense, net	27					53			
Capital expenditures (d)	76					76			
EBITDA / net int exp	5.5x					2.8x			
(EBITDA - capex) / net int exp	2.7x					1.4x			
Total debt / EBITDA	4.7x					6.8x			

(a) Undrawn as of 05/17/2013.
 (b) Basic shares outstanding per 1Q 2013 10Q, as of 03/23/13.
 (c) Based on a share price of \$12.50 for illustrative purposes.
 (d) Excludes special project capex.

Illustrative summary financials



(\$ in millions)

Fiscal year ended December 31,

	2012A	PF LTM 6/30/13E	2013E	2014E	2015E	2016E	2017E
Revenues	\$4,247	\$4,257	\$4,333	\$4,498	\$4,620	\$4,746	\$4,875
% growth	(11.1%)	–	2.0%	3.8%	2.7%	2.7%	2.7%
Gross profit	368	375	357	408	423	435	447
% margin	8.7%	8.8%	8.2%	9.1%	9.2%	9.2%	9.2%
EBITDA	172	150	154	186	212	218	223
% margin	4.0%	3.5%	3.6%	4.1%	4.6%	4.6%	4.6%
Capital expenditures (a)	60	76	64	75	74	76	78
% margin	1.4%	1.8%	1.5%	1.7%	1.6%	1.6%	1.6%
Free cash flow summary	"Go-forward" PF LTM 6/30/13E	Pro Forma LTM 6/30/13E	Stub Q3-Q4 '13E	2014E	2015E	2016E	2017E
EBITDA	150	150	51	186	212	218	223
Less: Interest expense, net	(53)	(53)	(28)	(53)	(49)	(45)	(40)
Less: Cash taxes	(24)	(24)	(12)	(9)	(9)	(9)	(10)
Less: Change in working capital	0	(50)	2	6	7	7	7
Less: Maintenance capital expenditures	(35)	(35)	(18)	(35)	(35)	(35)	(35)
Less: Other cash flow items	(26)	(26)	(10)	(21)	(14)	(14)	(14)
Plus: Asset sales	41	41	27	50	50	50	50
Free cash flow available before special project capex	53	3	11	124	162	171	181
FCF % of total debt	5.2%	0.3%	1.1%	12.0%	17.1%	20.8%	26.2%
Less: Growth capital expenditures	(41)	(41)	(16)	(40)	(39)	(41)	(43)
Less: Special project capital expenditures	0	(30)	0	0	0	0	0
Free cash flow available for debt paydown	12	(68)	(4)	83	122	130	138
FCF % of total debt	1.2%	NM	(0.4%)	8.1%	13.0%	15.8%	20.0%
Cumulative free cash flow			(4)	79	202	332	470
Pro forma credit statistics							
Cash		108	108	108	108	108	108
Revolver		0	4	0	0	0	0
New term loan B		700	700	621	498	368	230
Senior notes		300	300	300	300	300	300
Other debt		24	24	24	24	24	24
Total debt		\$1,024	\$1,028	\$945	\$822	\$692	\$554
Estimated collateral base		2,869	2,842	2,792	2,742	2,692	2,642
Total debt coverage		2.8x	2.8x	3.0x	3.3x	3.9x	4.8x
Total debt / EBITDA		6.8x	6.7x	5.1x	3.9x	3.2x	2.5x
Net debt / EBITDA		6.1x	6.0x	4.5x	3.4x	2.7x	2.0x
EBITDA / Interest		2.8x	2.8x	3.5x	4.4x	4.9x	5.5x
(EBITDA - Capex) / Interest (a)		1.4x	1.6x	2.1x	2.8x	3.2x	3.6x

Note: "Go-forward" PF LTM 6/30/13E column assumes normalized change in working capital and excludes special project capex.

(a) PF LTM 6/30/13E and 2013E exclude \$30 million of special project capex.

Illustrative quarterly summary financials



(US\$ millions)	Q1 2012	Q2 2012	Q3 2012	Q4 2012	FY2012	Q1 2013E	Q2 2013E	Q3 2013E	Q4 2013E	FY2013E
Sales	\$1,086	\$1,080	\$1,193	\$888	\$4,247	\$1,054	\$1,123	\$1,212	\$945	\$4,333
% growth	(7.3%)	(18.0%)	(10.2%)	(7.7%)	(11.1%)	(3.0%)	4.0%	1.6%	6.4%	2.0%
Adj. EBITDA	\$44	\$81	\$33	\$14	\$172	\$68	\$35	\$18	\$33	\$154
% margin	4.1%	7.5%	2.8%	1.6%	4.1%	6.5%	3.1%	1.5%	3.5%	3.6%
Rolling LTM Adj. EBITDA	\$154	\$139	\$169	\$172	\$172	\$196	\$150	\$135	\$154	\$154
% margin	3.3%	3.1%	3.9%	4.1%	4.1%	4.7%	3.5%	3.2%	3.6%	3.6%
Normal capex	\$7	\$9	\$17	\$28	\$60	\$6	\$25	\$22	\$12	\$64
% of sales	0.6%	0.9%	1.4%	3.1%	1.4%	0.6%	2.3%	1.8%	1.2%	1.5%
Special project capex	\$0	\$0	\$0	\$0	\$0	\$30	\$0	\$0	\$0	\$30
Total capex	\$7	\$9	\$17	\$28	\$60	\$36	\$25	\$22	\$12	\$94

Note: Decrease in 2012 total revenue due in part to Spanish and German businesses divested in Q4 2011 and Q1 2012, respectively, which accounted for \$539 million of incremental sales in FY2011.