

ALLIANCE ONE INTERNATIONAL, INC.
 Form 3
 July 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kayes Graham J</p> <p>(Last) (First) (Middle)</p> <p>C/O ALLIANCE ONE INT'L INC.,Â 8001 AERIAL CENTER PARKWAY</p> <p>(Street)</p> <p>MORRISVILLE,Â NCÂ 27560</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ALLIANCE ONE INTERNATIONAL, INC. [AOI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP BRM & LEAF</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock (Direct) | 31,073 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|---------------------------|------------------|-----------------------|----------------------------|-------------------|---------------------------------------|---|
| Stock Option (right-to-buy) | 08/30/2008 | 08/30/2015 | Common Stock (Direct) | 1,875 | \$ 3.96 | D | Â |
| Stock Option (right-to-buy) | 08/17/2009 | 08/17/2016 | Common Stock (Direct) | 2,500 | \$ 3.94 | D | Â |
| Stock Option (right-to-buy) | 08/16/2010 | 08/16/2017 | Common Stock (Direct) | 8,900 | \$ 7.48 | D | Â |
| Stock Option (right-to-buy) | 03/24/2014 ⁽¹⁾ | 03/24/2021 | Common Stock (Direct) | 100,000 | \$ 6 | D | Â |
| Stock Option (right-to-buy) | 04/17/2014 ⁽²⁾ | 04/17/2022 | Common Stock (Direct) | 100,000 | \$ 6 | D | Â |
| Restricted Stock Units ⁽³⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock (Direct) | 16,666 | \$ ⁽⁴⁾ | D | Â |
| Restricted Stock Units ⁽³⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock (Direct) | 35,000 | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kayes Graham J C/O ALLIANCE ONE INT'L INC. 8001 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560 | Â | Â | Â EVP BRM & LEAF | Â |

Signatures

LAURA D. JONES,
ATTORNEY-IN-FACT

07/10/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares underlying this option became exercisable three-fifth on this date, and the remaining underlying shares become exercisable one-fifth annually thereafter.

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- (2) The shares underlying this option became exercisable two-fifths on this date, and the remaining underlying shares become exercisable one-fifth annually thereafter.
- (3) Each restricted stock unit represents a contingent right to receive one share of Alliance One International, Inc. common stock. Shares awarded under the Alliance One International, Inc. Long-Term Incentive Plan.
- (4) Originally awarded 25,000 Restricted Stock Units, of which 8,334 vested on June 12, 2014. The remaining shares vest 50% on June 12, 2015 and 50% on June 12, 2016.
- (5) The restricted stock units vest one-third on each of the three anniversaries of June 16, 2014, the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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