

ALICO INC  
Form 8-K  
February 25, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 22, 2013**

**ALICO, INC.**

**(Exact Name of Registrant as Specified in Charter)**

<b>Florida</b>	<b>0-261</b>	<b>59-0906081</b>
<b>(State or Other Jurisdiction</b>	<b>(Commission</b>	<b>(IRS</b>
<b>of Incorporation)</b>	<b>File Number)</b>	<b>Employer</b>
		<b>Identification</b>
		<b>No.)</b>
<b>10070 Daniels Interstate Court, Suite 100, Fort Myers, FL 33913</b>		

**(Address of Principal Executive Offices) (Zip Code)**

**(239) 226-2000**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5 Submission of Matters to a Vote of Security Holders****Item 5.07 Submission of Matters to a Vote of Security Holders**

Alico Inc. (the “Company”) held its Annual Meeting of Shareholders on February 22, 2013. There were 7,332,564 shares of common stock entitled to be voted and 6,807,346 shares were voted in person or by proxy. The Company’s inspector of elections certified the following vote tabulations:

**Proposal 1:** The following nominees were elected to serve on the Board of Directors:

	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
JD Alexander	5,748,592	—	59,182	999,372
Thomas H. McAuley	5,728,622	—	79,152	999,372
Charles L. Palmer	5,714,432	—	93,342	999,372
Ramon A. Rodriguez	5,748,639	—	59,135	999,372
John D. Rood	5,748,133	—	59,641	999,372
Robert J. Viguet, Jr.	5,725,194	—	82,580	999,372
Gordon Walker Ph.D.	5,725,685	—	82,089	999,372
Adam D. Compton	5,748,890	—	58,884	999,372
Dykes Everett	5,748,289	—	59,485	999,372

**Proposal 2:** The approval of the 2013 Incentive Equity Plan.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
5,696,104	103,749	8,121	999,372

**Proposal 3:** The ratification of the Audit Committee’s selection of McGladrey LLP as the Company’s independent registered public accounting firm for fiscal year 2013.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
6,784,699	14,112	8,535	N/A

**Proposal 4:** The compensation of the named executive officers as disclosed in the Company's proxy statement was approved on an advisory basis.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
5,720,743	74,300	12,931	999,372

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 Alico, Inc. Press Release dated  
February 25, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALICO, INC.

Date: February 25, 2013 By: /s/ W. Mark Humphrey  
Name: W. Mark Humphrey  
Title: Senior Vice President and Chief Financial Officer

3