

ALICO INC
Form 8-K
February 23, 2011

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 23, 2011

ALICO, INC.
(Exact Name of Registrant as Specified in Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

0-261
(Commission
File Number)

59-0906081
(IRS Employer
Identification No.)

P.O. Box 338, LaBelle, FL 33975
(Address of Principal Executive Offices) (Zip Code)

(863) 675-2966
(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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Alico Inc. (the “Company”) held its Annual Meeting of Shareholders on February 18, 2011. There were 7,370,110 shares of common stock entitled to be voted and 6,425,601 shares were voted in person or by proxy.

The Company’s inspector of elections certified the following vote tabulations:

At the meeting, shareholders voted on the following items:

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

| | FOR | AGAINST | WITHHELD | BROKER NON-VOTES |
|-------------------|-----------|---------|----------|---------------------|
| John R. Alexander | 5,166,147 | — | 115,621 | 1,143,833 |
| John D. Alexander | 5,170,843 | — | 110,925 | 1,143,833 |

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| | | | | |
|-----------------------|-----------|---|---------|-----------|
| Robert E. Lee Caswell | 5,179,576 | — | 102,192 | 1,143,833 |
| Thomas A. McAuley | 5,194,186 | — | 87,582 | 1,143,833 |
| Charles L. Palmer | 5,090,702 | — | 191,066 | 1,143,833 |
| Ramon A. Rodriguez | 5,196,436 | — | 85,332 | 1,143,833 |
| John D. Rood | 5,192,967 | — | 88,801 | 1,143,833 |
| Robert J. Viguet Jr. | 5,155,314 | — | 126,454 | 1,143,833 |
| Gordon Walker Ph.D. | 5,194,257 | — | 87,511 | 1,143,833 |

Proposal 2: The amended and restated director compensation plan for fiscal 2011 was approved.

| | | | |
|-----------|---------|---------|---------------------|
| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
| 5,168,905 | 79,568 | 33,295 | 1,143,833 |

Proposal 3: The possible appointment of McGladrey & Pullen L.L.P. as the Company's independent registered public accounting firm for fiscal 2011 was ratified.

| | | | |
|-----------|---------|---------|---------------------|
| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
| 6,364,575 | 53,139 | 7,887 | 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.

| | | | |
|-----------|---------|---------|---------------------|
| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
| 5,186,557 | 60,765 | 34,446 | 1,143,833 |

Proposal 5: The shareholders voted, on an advisory basis, to hold an annual advisory vote on the compensation of the named executive officers.

| | | | | |
|-----------|---------|---------|---------|---------------------|
| 1 YEAR | 2 YEAR | 3 YEAR | ABSTAIN | BROKER NON-VOTES |
| 4,437,784 | 281,371 | 527,391 | 35,222 | 1,143,833 |

Item 8.01. Other Events.

On February 23, 2010, the Company issued a press release announcing the Election of Directors, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| | |
|-------------|---------------------------------------|
| Exhibit No. | Description |
| 99.1 | Press Release dated February 23, 2010 |

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.

| | | |
|-----|------------------|-----------------------------------------------------------------------|
| By: | /s/ JD Alexander | |
| | Name: | JD Alexander |
| | Title: | President, Chief Executive Officer & Vice-Chairman of the Board |

Date: February 23, 2011