

ALICO INC  
Form 8-K  
February 21, 2012

**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 21, 2012

**Alico Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**0-261**  
(Commission  
File Number)

**59-0906081**  
(I.R.S. Employer  
Identification No.)

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10070 Daniels Interstate Court Suite 100

Fort Myers, FL 33913

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (239) 226-2000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 17, 2012. There were 7,349,410 shares of common stock entitled to be voted and 6,758,574 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:

	FOR	AGAINST	WITHHELD	BROKER NON-VOTES
John R. Alexander	5,630,933		61,110	1,066,531
JD Alexander	5,632,853		59,190	1,066,531
Robert E. Lee Caswell	5,632,806		59,237	1,066,531
Thomas H. McAuley	5,627,272		64,771	1,066,531
Charles L. Palmer	5,628,418		63,625	1,066,531
Ramon A. Rodriguez	5,649,332		42,711	1,066,531
John D. Rood	5,647,782		44,261	1,066,531
Robert J. Viguet, Jr.	5,592,995		99,048	1,066,531
Gordon Walker Ph.D.	5,624,781		67,262	1,066,531

**Proposal 2:** The ratification of the Audit Committee's selection of McGladrey & Pullen L.L.P. as the Company's independent registered public accounting firm for fiscal year 2012.

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
	6,722,611	29,724	6,239	N/A

**Proposal 3:** 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
	5,539,847	113,027	39,169	1,066,531

**Section 8 Other Events**

**Item 8.01 Other Events**

On February 17, 2012, the Board of Directors of the Company declared a cash dividend of \$0.04 per share on its outstanding common stock to be paid to shareholders of record as of March 30, 2012, with the payment expected on April 16, 2012. A copy of the press release is furnished within this report as Exhibit 99.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 Alico, Inc. Press Release dated February 21, 2012.

**SIGNATURES**

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.

Date: February 21, 2012

ALICO, INC.

By: /s/ W. Mark Humphrey

W. Mark Humphrey  
*Senior Vice President and Chief Financial Officer*