

**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, 2017

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.)**

**10070 Daniels Interstate Court, Suite 100, Fort Myers, FL 33913
(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))
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Section 5 Corporate Governance and Management**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 23, 2017, Clayton G. Wilson notified Alico, Inc. (the “Company”) that, effective February 27, 2017, he will resign as a member of the Company’s Board of Directors (the “Board”). Mr. Wilson’s resignation is not a result of any disagreement with the Company on any matter relating to its operations, policies or practices. The Board plans to undertake a careful and deliberative process to identify and evaluate suitable candidates and appoint a new independent director to fill the vacancy created by Mr. Wilson’s resignation.

Item 5.07 Submission of Matters to a Vote of Security Holders

Alico Inc. (the “Company”) held its Annual Meeting of Shareholders on February 23, 2017. There were 8,324,747 shares of common stock entitled to be voted and 7,606,733 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:

	<u>FOR</u>	<u>AGAINST</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
George R. Brokaw	5,572,030	—	1,149,521	885,182
R. Greg Eisner	6,103,527	—	618,024	885,182
Benjamin D. Fishman	6,353,492	—	368,059	885,182
W. Andrew Krusen, Jr.	6,102,832	—	618,719	885,182
Henry R. Slack	5,575,105	—	1,146,446	885,182
Remy W. Trafelet	6,058,498	—	663,053	885,182
Clayton G. Wilson	6,330,927	—	390,624	885,182

Proposal 2: The ratification of the Audit Committee’s selection of RSM US LLP as the Company’s independent registered public accounting firm for fiscal year 2017.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
7,559,640	23,865	23,228	N/A

Proposal 3: The advisory approval of the compensation of the named executive officers as disclosed in the Company’s proxy statement.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
5,704,603	916,069	100,879	885,182

Proposal 4: The advisory approval of the frequency of the company’s named executive officers compensation program (say-on-pay) advisory vote.

<u>3 YEARS</u>	<u>2 YEARS</u>	<u>1 YEAR</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
4,769,977	21,726	1,812,881	116,967	885,182



Alico, Inc. Announces Fiscal Year 2017 Second Quarter Dividend
Per share dividend of six cents to be paid on April 14, 2017

Fort Myers, FL, February 27, 2017 — Alico, Inc. (the “Company”) (NASDAQ:ALCO), a holding company with assets and related operations in agriculture and natural resources, announced that its Board of Directors, on February 23, 2017, declared a second quarter cash dividend in the amount of \$0.06 per share on its outstanding common stock. The dividend is to be paid to shareholders of record as of March 31, 2017, with the payment expected on April 14, 2017.

About Alico

Alico is a holding company with assets and related operations in agriculture and natural resources. In addition to its citrus operations, Alico is currently invested in cattle ranching, water management, mining and other natural resources. Our mission is to create value for shareholders by managing existing assets to their optimal current income and total returns, opportunistically acquiring new assets and producing high quality agricultural products while exercising responsible environmental stewardship. Learn more about Alico (NASDAQ: ALCO) at www.alicoinc.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on Alico's current expectations about future events and can be identified by terms such as "plans," "expect," "may," "anticipate," "intend," "should be," "will be," "is likely to," "believes," and similar expressions referring to future periods.

Alico believes the expectations reflected in the forward-looking statements are reasonable but cannot guarantee future results, level of activity, performance or achievements. Actual results may differ materially from those expressed or implied in the forward-looking statements. Therefore, Alico cautions you against relying on any of these forward-looking statements. Factors which may cause future outcomes to differ materially from those foreseen in forward-looking statements include, but are not limited to: changes in laws, regulation and rules; weather conditions that affect production, transportation, storage, demand, import and export of fresh product and its by-products, increased pressure from disease, insects and other pests; disruption of water supplies or changes in water allocations; pricing and supply of raw materials and products; market responses to industry volume pressures; pricing and supply of energy; changes in interest rates; availability of financing for land development activities and other growth opportunities; onetime events; acquisitions and divestitures, including our ability to achieve the anticipated results of the Orange-Co acquisition and Silver Nip merger; seasonality; labor disruptions; inability to pay debt obligations; inability to engage in certain transactions due to restrictive covenants in debt instruments; government restrictions on land use; changes in agricultural land values; and market and pricing risks due to concentrated ownership of stock. Other risks and uncertainties include those that are described in Alico's SEC filings, which are available on the SEC's website at <http://www.sec.gov>. Alico undertakes no obligation to subsequently update or revise the forward-looking statements made in this press release, except as required by law.

Investor Contact:

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