

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): August 31, 2012**

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**Alico, Inc.**

(Exact name of registrant as specified in its charter)

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

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

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

**10070 Daniels Interstate Court  
Fort Myers, Florida, 33913**  
(Address of principal executive offices)

**Registrant's telephone number: (239) 226-2000**

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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:

- Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. 230.425)
  - Soliciting Material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. 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 C.F.R. 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 September 4, 2012, Alico, Inc., an agriculture and rural land management company, announced that its wholly-owned subsidiary, Alico Land Development, Inc. (the "Company"), reached an agreement to cease employment with its President, Donald Schrotenboer, on September 30, 2012. The Company and Mr. Schrotenboer entered into a Separation Agreement (the "Separation Agreement") regarding the terms of his departure from the Company. The Separation Agreement confirms that in exchange of mutually valuable consideration, Mr. Schrotenboer will receive the following:

- (a) a severance payment equal to nine months' severance of \$168,750 payable in lump sum on October 1, 2012;
- (b) Effective October 1, 2012, the Company agrees that it will pay Mr. Schrotenboer a consulting fee of \$150 per hour for any consulting services that Mr. Schrotenboer provides the Company post-termination;
- (c) All shares contingently awarded under the Long Term Incentive Program terminate.

**Section 9 Financial Statements and Exhibits**

ITEM 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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Exhibit 99.1	Press release, dated September 4, 2012.
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**SIGNATURES**

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

**ALICO, INC.**

Date: September 4, 2012

By: /s/ W. Mark Humphrey

Name: W. Mark Humphrey

Title: Chief Financial Officer

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**Investor Contact:**

Mark Humphrey  
Chief Financial Officer and Senior Vice President  
239-226-2000

**Alico Announces Change in Its Alico Land Development, Inc. Subsidiary**

**Fort Myers, FL, September 4, 2012** — Alico, Inc. (“Alico”) continues to create value for its shareholders by focusing on its agriculture and rural land management operations. As a consequence of this focus, Alico announced that its wholly-owned subsidiary, Alico Land Development, Inc. (the “Company”), reached an agreement to cease employment with its President, Donald Schrotenboer, on September 30, 2012.

JD Alexander, Alico’s President and Chief Executive Officer said, “Don has been a tremendous asset to the Alico organization for the past four years. We wish him much success in his future endeavors.”

**About Alico**

Alico, headquartered in Fort Myers, FL, is an agriculture and rural land management company operating in Central and Southwest Florida. Alico owns approximately 130,300 acres of land located in Collier, Glades, Hendry, Lee and Polk counties, FL. Alico is involved in citrus, sugarcane, cattle and other agricultural operations and real estate activities. Alico’s mission is to grow its asset values through its agricultural and real estate activities to produce superior long-term returns for its shareholders. For more about Alico, Inc. visit [www.alicoinc.com](http://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 “expect,” “may,” “anticipate,” “intend,” “should be,” “will be,” “is likely to,” “strive to,” 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, import and export of fresh product; 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; political changes and economic crises; international conflict; acts of terrorism; 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; 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 under takes no obligation to subsequently update or revise the forward-looking statements made in this press release, except as required by law.*

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