

**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 25, 2015

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 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 25, 2015. There were 7,366,738 shares of common stock entitled to be voted and 6,683,544 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	4,402,733	—	571,579	1,709,232
R. Greg Eisner	4,941,215	—	33,097	1,709,232
Benjamin D. Fishman	4,939,146	—	35,166	1,709,232
W. Andrew Krusen, Jr.	4,939,862	—	34,450	1,709,232
Henry R. Slack	4,939,397	—	34,915	1,709,232
Remy W. Trafelet	4,937,363	—	36,949	1,709,232
Clayton G. Wilson	4,939,495	—	34,817	1,709,232

Proposal 2: The approval of the Stock Incentive Plan of 2015:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
4,269,089	631,611	73,612	1,709,232

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 2015.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
6,505,521	16,610	161,413	N/A

Proposal 4: 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>
4,944,912	25,674	3,726	1,709,232

Section 8 Other Events
Item 8.01 Other Events

On February 25, 2015, the Board of Directors of the Company declared a cash dividend of \$0.06 per share on its outstanding common stock to be paid to shareholders of record as of March 31, 2015, with the payment expected on April 15, 2015. 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 27, 2015.

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 27, 2015

By: /s/ W. Mark Humphrey
Name: W. Mark Humphrey
Title: Senior Vice President and Chief Financial Officer



Alico, Inc. Announces Fiscal Year 2015 Second Quarter Dividend and Election of Directors

Per share dividend of six cents to be paid on April 15, 2015

Fort Myers, FL, February 27, 2015 — Alico, Inc. (the “Company”) (NASDAQ:ALCO), an American agribusiness and land management company, announced that its Board of Directors, at a meeting held on February 25, 2015, 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, 2015, with the payment expected on April 15, 2015.

The Company also announced at its Annual Meeting of Shareholders held on Wednesday, February 25, 2015, the shareholders of the Company elected George R. Brokaw, R. Greg Eisner, Benjamin D. Fishman, W. Andrew Krusen, Jr., Henry R. Slack, Remy W. Trafelet and Clayton G. Wilson to serve as the Company's Board of Directors.

At its Board Meeting following the Annual Meeting, the Board of Directors elected Henry R. Slack, Chairman of the Board of Directors, and made the following committee appointments:

Executive Committee:

Chairperson: Remy W. Trafelet
Benjamin D. Fishman
Henry R. Slack
George R. Brokaw

Audit Committee:

Chairperson and Financial Expert: Benjamin D. Fishman
W. Andrew Krusen, Jr.
R. Greg Eisner

Compensation Committee:

Chairperson: R. Greg Eisner
George R. Brokaw
W. Andrew Krusen, Jr.

Nominating and Corporate Governance:

Chairperson: George R. Brokaw
Benjamin D. Fishman
Henry R. Slack

About Alico, Inc.

Alico is a holding company with assets and related operations in agriculture and natural resources. In addition to its citrus operations, Alico is currently involved in cattle ranching, water management, mining and other natural resources, including approximately 113,400 acres of agricultural assets and 90,000 acres of mineral rights. In November 2013, 734 Investors, LLC acquired a controlling 51 percent stake in Alico. Subsequent to this investment, the company has executed on a strategy of optimizing assets and capital allocation. The company expects to continue this strategy by using its free cash flow and balance sheet capacity to execute additional acquisitions, where management believes it can add value and generate attractive returns for Alico's shareholders. Learn more about Alico (NASDAQ: ALCO) at www.alicoinc.com or follow Alico on Facebook and Twitter.

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, 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; onetime events; acquisitions; 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:

Mark Humphrey
Senior Vice President and Chief Financial Officer
(239) 226-2000
mhumphrey@alicoinc.com