

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): **March 20, 2015**

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
(IRS Employer Identification
Number)

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

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

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 registrants 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 26, 2015, Alico, Inc. (the “Company”) announced that Kenneth Smith resigned as the Company’s Executive Vice President and Chief Operating Officer effective as of March 20, 2015. A copy of the press release announcing Mr. Smith’s resignation is attached as Exhibit 99.1 to this current report. The Company has entered into a separation and consulting agreement with Mr. Smith, dated as of March 20, 2015 (the “Separation and Consulting Agreement”), to govern certain compensation and post-employment matters and to provide for Mr. Smith’s service to the Company as a consultant for a three-year period following his resignation. Under the Separation and Consulting Agreement, Mr. Smith will be entitled, subject to his execution, delivery, and non-revocation of a general release of claims in favor of the Company, to the following benefits: (a) \$525,000 in cash in a lump sum, (b) an annual consulting fee of \$200,000 during the period commencing on his resignation date and ending on second anniversary of his resignation date, subject to his continuing to provide services to the Company (the amounts described in clauses (a) and (b), the “Consulting Fees”), and (c) if, as of the third anniversary of his resignation date, annualized revenues in respect of certain Company water projects equal or exceed certain thresholds, then an amount up to \$300,000 in cash in a lump sum (depending on such revenues), subject to his continuing to provide services to the Company (the amount in clause (c), the “Third Year Payment”). The Separation and Consulting Agreement also provides that, if Mr. Smith’s consulting services are terminated by the Company without cause during the consulting period, he will be paid the amount of any unpaid Consulting Fees under the Separation and Consulting Agreement and continue to be eligible to receive the Third Year Payment.

The Separation and Consulting Agreement also contains customary restrictive covenants, including confidentiality, noncompetition, nonsolicitation, and nondisparagement covenants.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release, dated March 26, 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: March 26, 2015

By:

Name: W. Mark Humphrey

Title: Senior Vice President and Chief Financial Officer



ALICO, INC. ANNOUNCES CHIEF OPERATING OFFICER CHANGE

March 26, 2015 – Fort Myers, Florida – Alico, Inc. (NASDAQ: ALCO, “Alico” or “the company”), an agriculture and natural resources company, today announced that Kenneth Smith, its Executive Vice President and Chief Operating Officer, has stepped down to pursue other personal and professional opportunities. Mr. Smith has agreed to provide consulting services to the company following his departure for a period of up to 36 months.

Alico’s business operations previously managed by Mr. Smith will now be managed by Clay Wilson, Chief Executive Officer of Alico. The company does not expect to appoint an interim or ongoing Chief Operating Officer.

Mr. Wilson said, “On behalf of the Board and the entire Alico team, I want to thank Ken for his contributions to the growth of Alico, particularly in the identification and execution of opportunities for the company’s cattle business. We are grateful for his willingness to serve in a consulting capacity following his resignation, and wish him great success in his future endeavors.”

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 121,000 acres of land in twelve Florida counties (Alachua, Charlotte, Collier, Desoto, Glades, Hardee, Hendry, Highlands, Lee, Martin, Osceola and Polk) and 90,000 acres of mineral rights. Our mission is to create value for our customers, clients and shareholders by managing existing lands to their optimal current income and total returns, opportunistically acquiring new agricultural assets and producing high quality agricultural products while exercising responsible environmental stewardship.

Forward-Looking Statements

We provide forward-looking information in this release pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any statements in this release that are not historical facts are forward-looking statements. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are based on our current expectations, estimates and projections about our business based, in part, on assumptions made by our management. These assumptions are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks factors described in our Annual Report on Form 10-K for the year ended September 30, 2014 and our Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. Alico undertakes no obligation to subsequently update or revise the forward-looking statements made in this press release, except as required by law.

Press Contact

Vu Chung
Prosek Partners
212-279-3115 ext. 205
vchung@prosek.com
