
**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 8, 2005

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.)

**POST OFFICE BOX 338,
LA BELLE, FLORIDA**
(Address of Principal Executive Offices)

33975
(Zip Code)

Registrant's telephone number, including area code: (863) 675-2966

N/A
(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:

- .. 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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ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

The Company has received a letter from the Listing Qualifications staff of Nasdaq Stock Market, Inc. (the "Staff"), dated February 8, 2005, confirming that the Company does not meet the independent director, compensation committee, nomination committee or audit committee requirements for continued listing on The Nasdaq Stock Market under Marketplace Rules 4350(c)(1), 4350(c)(3), 4350(c)(4)(A) and 4350(d)(2), respectively. The cited rules all require, in part, that the referenced committees be comprised of a minimum number of independent directors or of a majority of independent directors. The non-compliance resulted from the recently announced resignation of directors Richard C. Ackert, William L. Barton, Larry A. Carter, Stephen M. Mulready and Thomas E. Oakley (the "Independent Directors"), who resigned as directors of the board of Alico on February 1, 2005. The Company issued appropriate press releases and filed Current Reports on Form 8-K in connection with the resignation of these directors, noting the impact that their resignation had on the Company's various committees and on the Company's annual meeting originally scheduled for February 11, 2005. On February 3, 2005 the Company's counsel had notified the Staff of the resignation of the Independent Directors as disclosed in the Company's Current Report on Form 8-K with an effective filing date of February 3, 2005. The letter to the Staff noted that such resignation resulted in the Company's noncompliance with the Audit Committee independence requirements and also affected other committees. At the time of such letter, the Company had committed to identify suitable nominees to replace the Independent Directors who resigned and to submit the names of such persons to the stockholders in a revised proxy statement to be prepared and circulated promptly upon confirmation of the new slate of directors as disclosed in the Company's previous 8-K filing.

The Staff's letter to the Company indicated that the Company's eligibility for continued listing on the Nasdaq Stock Market was being reviewed and requested that the Company provide to the Staff, on or before February 23, 2005, a specific plan and timetable to achieve compliance with the Marketplace Rules. The Staff's letter also asked that the Company address the concerns raised by the Independent Directors in their resignation letter, providing a detailed narrative as to the reasons the Company and Atlantic Blue Trust, Inc. ("ABT") declined to implement the five proposals advanced by the Independent Directors.

The Company intends to submit to the Staff a specific plan and timetable to achieve compliance and will at that time also address the Staff's other questions. The Company is currently working to identify suitable nominees to replace the Independent Directors who resigned.

Copies of the correspondence to date between the Company, including its counsel, and the Staff are attached as Exhibits to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The following exhibits are included with this Report:

Exhibit 99.1- Letter from the Company's counsel to the Nasdaq Stock Market, dated February 3, 2005.

Exhibit 99.2 Letter from the Nasdaq Stock Market to the Company, dated February 8, 2005.

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.
(Registrant)

Date: February 10, 2005

By: /s/ W. BERNARD LESTER

W. Bernard Lester
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit 99.01 Letter from the Company's counsel to the Nasdaq Stock Market, dated February 3, 2005.

Exhibit 99.02 Letter from the Nasdaq Stock Market to the Company, dated February 8, 2005.



**FOWLER WHITE
BOGGS BANKER**

ATTORNEYS AT LAW

ESTABLISHED 1943

David C. Shobe
Direct Dial: (813) 222-1123
Direct Fax: (813) 228-9401
E-Mail: dshobe@fowlerwhite.com

February 3, 2005

VIA FEDERAL EXPRESS

Mr. Thomas Choe
Listing Qualifications Department
The Nasdaq Stock Market, Inc.
9800 Blackwell Road
Rockville, Maryland 20850

Re: Alico, Inc.
Our File No.: 172-8473

Dear Choe:

Pursuant to Market Place Rule 4350(m), on behalf of Alico, Inc. (the "Company"), we hereby notify you that as a result of the resignation of five of the directors of the Board of Alico, the Company no longer has any board members who are able to meet the Audit Committee independence requirements. The Company's Nomination and Compensation Committees only have one member meeting the Independence Requirement for those committees of the Board. Attached please find a copy of the Form 8-K which was filed with the SEC last night, including a copy of the press release that was issued yesterday in connection with the resignation. Nasdaq Editorial Department received advance notice of this press release.

The remaining members of the Board are currently working diligently to identify replacement directors meeting the Independence Requirements for these Committees. They hope to have this completed within 60 days. We will keep you informed of their progress.

If you have any further questions at this time, please do not hesitate to contact the undersigned.

Very truly yours,

/s/ David C. Shobe

David C Shobe

DCS/kcr
Attachment
cc: John Alexander
W. Bernard Lester

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THE NASDAQ STOCK MARKET
9600 BLACKWELL ROAD, SUITE 300
ROCKVILLE, MO 20850

Douglas D. McKenney, CFA

Director
Listing Qualifications
The Nasdaq Stock Market, Inc
(301) 978-8011

By Facsimile and First Class Mail

February 8, 2005

Mr. L. Craig Simmons
Chief Financial Officer
Alico, Inc.
P.O. Box 338
La Belle, FL 33975

Re: Alico, Inc. (the "Company")

Dear Mr. Simmons:

The Company's Form 8-K filed on February 3, 2005 indicates that effective February 1, 2005, Richard C. Ackert, William L. Barton, Larry A. Carter, Stephen M. Mulready and Thomas E. Oakley (the "Independent Directors") resigned as directors of the Company. The Independent Directors constituted all of independent directors on the Company's Board and its committees. Accordingly, the Company does not meet the independent director, compensation committee, nomination committee or audit committee requirements for continued listing on The Nasdaq Stock Market under Marketplace Rules 4350(c)(1)¹, 4350(c)(3)², 4350(c)(4)(A)³ and 4350(d)(2)⁴ (the "Rules"), respectively.

As a result, Staff is reviewing the Company's eligibility for continued listing on The Nasdaq Stock Market. To facilitate this review, on or before February 23, 2005, please provide the Company's specific plan and timetable to achieve compliance with the Rules. Please also provide relevant

¹ Marketplace Rule 4350(c)(1) requires each issuer to maintain a majority of the board of directors comprised of independent directors.

² Marketplace Rules 4350(c)(3) requires that compensation of the chief executive officer and all other officers of the company must be determined, or recommended to the Board for determination, either by a majority of independent directors or a compensation committee comprised solely of independent directors.

³ Marketplace Rules 4350(c)(4)(A) requires that director nominees must either be selected, or recommended for the Board's selection, either by a majority of independent directors or a nominations committee comprised solely of independent directors.

⁴ Marketplace Rule 4350(d)(2) provides, in part, that an issuer have an audit committee composed of at least three independent directors.

