

ALICO INC  
Form 8-K  
December 07, 2009

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): December 7, 2009

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)

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- 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 8.01 OTHER EVENTS.

On December 4, 2009 the Company received an amended governance letter from Atlantic Blue Group, Inc. (Atlanticblue), a 51% shareholder, expressing its ongoing commitment to certain corporate governance practices.

In the letter, Atlanticblue reaffirmed its commitment to:

- Vote its shares to elect director nominees such that a majority of Alico's Board of Directors is comprised of independent directors as defined under NASDAQ guidelines.
  - Not acquire more than 55% of Alico's outstanding common stock on a fully diluted basis.
- Not engage in any related party transaction with Alico or its subsidiaries unless such transaction is approved by a majority of the independent directors (or a committee comprised entirely of independent directors).

A copy of the letter and attachments is provided as exhibit 99.2 to this report Form 8k.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 99.1- Press release announcing Alico receives letter from controlling shareholder reaffirming commitment to corporate governance practices.

Exhibit 99.2- Corporate Governance Letter Restated to Alico.

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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.  
(Registrant)

Date: December 7, 2009

By: /s/ STEVEN M. SMITH  
Steven M. Smith  
Chief Executive Officer

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EXHIBIT INDEX

Exhibit 99.1 Company Press Release issued December 7, 2009.

Exhibit 99.2 Corporate Governance Letter Restated to Alico.