

TRICO BANCSHARES /  
Form 8-K  
August 08, 2014

**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):**

**August 7, 2014**

**TriCo Bancshares**

**(Exact name of registrant as specified in its charter)**

**California**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**0-10661**  
**(Commission**  
**File No.)**

**94-2792841**  
**(I.R.S. Employer**  
**Identification No.)**

**63 Constitution Drive, Chico, California**

**95973**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:(530) 898-0300

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 7, 2014, TriCo Bancshares (the Company) held its 2014 annual meeting of shareholders. As of the record date for the annual meeting, there were 16,133,414 shares of common stock outstanding entitled to vote on all proposals presented at the annual meeting. At the annual meeting, the Company's shareholders (i) approved and adopted the Company's Agreement and Plan of Merger and Reorganization with North Valley Bancorp dated January 21, 2014, (ii) elected all nine nominees to the Company's Board of Directors, (iii) reapproved the existing performance criteria under the Company's 2009 equity incentive plan; (iv) approved the compensation of the Company's executive officers on an advisory (nonbinding) basis, (v) ratified the selection of Crowe Horwath, LLP as the Company's principal independent auditor for 2014; and (vi) approved one or more adjournments to permit further solicitation of proxies in favor of the foregoing proposals. The following are the voting results of each matter submitted to the Company's shareholders at the annual meeting.

## 1. Approval and adoption of Agreement and Plan of Merger and Reorganization with North Valley Bancorp.:

	<b>Votes</b>	<b>Percent Voting</b>
For	11,692,597	84.37
Against	75,478	0.54
Abstain	66,708	0.48
Broker Non-Votes	2,024,428	14.61

## 2. Election of the following nine nominees to the Company's Board of Directors:

<b>Nominee</b>	<b>For</b>	<b>Percent Voted</b>	<b>Withheld</b>	<b>Percent Voted</b>	<b>Abstained/</b>	
					<b>Broker Non-Votes</b>	<b>Percent Voted</b>
Donald J. Amaral	11,693,912	84.38	140,871	1.01	2,024,428	14.61
William J. Casey	10,786,251	77.83	1,048,532	7.56	2,024,428	14.61
Craig S. Compton	11,693,416	84.37	141,367	1.02	2,024,428	14.61
L. Gage Chrysler III	11,110,656	80.17	724,127	5.22	2,024,428	14.61
Cory W. Giese	11,695,439	84.39	139,344	1.00	2,024,428	14.61
John S. A. Hasbrook	11,677,409	84.26	157,374	1.13	2,024,428	14.61
Michael W. Koehnen	11,692,211	84.36	142,572	1.03	2,024,428	14.61
Richard P. Smith	11,698,895	84.41	135,888	0.98	2,024,428	14.61
W. Virginia Walker	11,685,935	84.32	148,848	1.07	2,024,428	14.61

## 3. Reapproval of the performance criteria under the Company's 2009 Equity Incentive Plan:

	<b>Votes</b>	<b>Percent Voting</b>
For	11,493,170	82.93
Against	175,843	1.27
Abstain	165,770	1.19
Broker Non-Votes	2,024,428	14.61

4. Advisory (nonbinding) approval of the compensation of the Company's executives:

	<b>Votes</b>	<b>Percent Voting</b>
For	11,459,212	82.68
Against	164,291	1.19
Abstain	211,280	1.52
Broker Non-Votes	2,024,428	14.61

5. Ratification of Crowe Horwath LLP as the Company's independent public accountants for the 2014 fiscal year:

	<b>Votes</b>	<b>Percent Voting</b>
For	13,628,727	98.34
Against	44,041	0.32
Abstain	186,442	1.34
Broker Non-Votes	0	0

6. Approval of adjournments to solicit additional proxies:

	<b>Votes</b>	<b>Percent Voting</b>
For	12,724,725	91.82
Against	881,836	6.36
Abstain	252,650	1.82
Broker Non-Votes	0	0

**SIGNATURES**

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.

Date: August 8, 2014

**TRICO BANCSHARES**  
(Registrant)

By: /s/ Thomas J. Reddish  
Thomas J. Reddish  
Executive Vice President  
Chief Financial Officer

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