

TRICO BANCSHARES /
Form 8-K
May 11, 2015

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):

May 7, 2015

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

(Address of principal executive offices)

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

95973

(Zip Code)

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 May 7, 2015, TriCo Bancshares (the Company) held its 2015 annual meeting of shareholders. As of the record date for the annual meeting, there were 22,740,503 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) elected all 12 nominees to the Company's Board of Directors, (ii) approved the compensation of the Company's executive officers on an advisory (nonbinding) basis, and (iii) ratified the selection of Crowe Horwath, LLP as the Company's principal independent auditor for 2015. The following are the voting results of each matter submitted to the Company's shareholders at the annual meeting.

1. Election of the following 12 nominees to the Company's Board of Directors:

| Nominee | For | Percent | | Withheld | Abstained/ Broker Non-Votes | |
|----------------------|------------|---------|-------|-----------|--------------------------------|------------------|
| | | Voted | Voted | | Non-Votes | Percent Voted |
| Donald J. Amaral | 16,667,682 | 85.60% | | 187,660 | 0.96% | 2,616,094 13.44% |
| William J. Casey | 16,666,478 | 85.59% | | 188,864 | 0.97% | 2,616,094 13.44% |
| Craig S. Compton | 16,709,130 | 85.81% | | 146,212 | 0.75% | 2,616,094 13.44% |
| L. Gage Chrysler III | 15,630,496 | 80.27% | | 1,224,846 | 6.29% | 2,616,094 13.44% |
| Cory W. Giese | 16,654,893 | 85.54% | | 200,449 | 1.03% | 2,616,094 13.44% |
| John S. A. Hasbrook | 16,710,922 | 85.82% | | 144,420 | 0.74% | 2,616,094 13.44% |
| Patrick A. Kilkenny | 16,685,303 | 85.69% | | 170,039 | 0.87% | 2,616,094 13.44% |
| Michael W. Koehnen | 16,709,175 | 85.81% | | 146,167 | 0.75% | 2,616,094 13.44% |
| Martin A. Mariani | 16,708,529 | 85.81% | | 146,813 | 0.75% | 2,616,094 13.44% |
| Richard P. Smith | 16,699,621 | 85.76% | | 155,721 | 0.80% | 2,616,094 13.44% |
| W. Virginia Walker | 16,660,050 | 85.56% | | 195,292 | 1.00% | 2,616,094 13.44% |
| J.M. Mike Wells, Jr. | 16,682,349 | 85.68% | | 172,993 | 0.89% | 2,616,094 13.44% |

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

| | Votes | Percent Voting |
|------------------|------------|----------------|
| For | 16,127,483 | 82.83% |
| Against | 458,725 | 2.36% |
| Abstain | 269,134 | 1.38% |
| Broker Non-Votes | 2,616,094 | 13.44% |

3. Ratification of Crowe Horwath LLP as the Company's independent public accountants for the 2015 fiscal year:

| | Votes | Percent Voting |
|---------|------------|----------------|
| For | 19,089,845 | 98.04% |
| Against | 262,946 | 1.35% |
| Abstain | 118,645 | 0.61% |

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| | | |
|------------------|---|-------|
| Broker Non-Votes | 0 | 0.00% |
|------------------|---|-------|

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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: May 11, 2015

TRICO BANCSHARES
(Registrant)

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

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