

TRICO BANCSHARES /
Form 8-K
May 24, 2018

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 22, 2018

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)

95973
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 22, 2018, TriCo Bancshares (the Company) held its 2018 annual meeting of shareholders. As of the record date for the annual meeting, there were 22,968,323 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 10 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 Moss Adams, LLP as the Company's principal independent auditor for 2018. The following are the voting results of each matter submitted to the Company's shareholders at the annual meeting.

1. Election of the following 10 nominees to the Company's Board of Directors:

| Nominee | For | Withheld | Abstained/ Broker Non-Votes |
|----------------------|------------|-----------------|--|
| Donald J. Amaral | 17,052,443 | 295,684 | 2,870,522 |
| William J. Casey | 16,720,402 | 627,725 | 2,870,522 |
| L. Gage Chrysler III | 16,181,350 | 1,167,493 | 2,870,522 |
| Craig S. Compton | 16,717,370 | 630,757 | 2,870,522 |
| Cory W. Giese | 17,192,622 | 155,505 | 2,870,522 |
| John S. A. Hasbrook | 17,053,023 | 295,104 | 2,870,522 |
| Michael W. Koehnen | 17,051,852 | 296,274 | 2,870,522 |
| Martin A. Mariani | 17,237,205 | 110,922 | 2,870,522 |
| Richard P. Smith | 17,258,981 | 89,146 | 2,870,522 |
| W. Virginia Walker | 17,238,897 | 109,230 | 2,870,522 |

2. Advisory (nonbinding) resolution to approve the compensation of the Company's executives:

| | Votes |
|------------------|--------------|
| For | 16,619,160 |
| Against | 513,506 |
| Abstain | 216,177 |
| Broker Non-Votes | 2,870,522 |

3. Ratification of Moss Adams LLP as the Company's independent public accountants for the 2018 fiscal year:

| | Votes |
|------------------|--------------|
| For | 20,039,482 |
| Against | 39,946 |
| Abstain | 139,937 |
| Broker Non-Votes | 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: May 24, 2018

TRICO BANCSHARES

(Registrant)

By: /s/ Richard P. Smith
Richard P. Smith
President, Chief Executive Officer

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