

TRICO BANCSHARES /  
Form 8-K  
December 23, 2016

**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 20, 2016**

**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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 20, 2016, the registrant's wholly-owned subsidiary, Tri Counties Bank (the Bank) and John S. Fleshood, its Executive Vice President and Chief Operating Officer, amended Mr. Fleshood's offer letter dated November 2, 2016 to specify the date on which the Bank would pay Mr. Fleshood the severance payment, if any, that he could become entitled to receive under the offer letter. The amendment does not change the amount of Mr. Fleshood's potential severance payment or otherwise change his compensation arrangements. A copy of the amendment is filed as Exhibit 10.1 to this report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits.

Exhibit No.	Description of Exhibit
10.1	Amendment to Offer Letter for John S. Fleshood

SIGNATURE

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 thereunto duly authorized.

TRICO BANCSHARES

Date: December 23, 2016

/s/ Richard P. Smith  
Richard P. Smith, President and Chief Executive  
Officer

**Index to Exhibits**

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