

TRICO BANCSHARES /  
Form 8-K  
September 10, 2013

**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): September 5, 2013**

**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 1.01 Entry into a Material Definitive Agreement**

On September 5, 2013, TriCo Bancshares (the Company ) and its wholly-owned subsidiary, Tri Counties Bank (the Bank ), entered into indemnification agreements (each, an Indemnification Agreement ) with each of their respective directors and certain of their senior executive officers, including the Company s named executive officers (each, an Indemnitee ). The Indemnification Agreements supersede any prior indemnification agreements in effect between each Indemnitee and the Company and/or the Bank. The Indemnification Agreements provide the Indemnitees with, among other things, indemnification against liabilities relating to their services as directors and officers of the Company and/or the Bank and the advancement of expenses under certain circumstances. The Indemnification Agreements also require the Company and the Bank to use their reasonable best efforts to purchase and maintain one or more policies of directors and officers liability insurance to cover liabilities asserted against, or incurred by, the Indemnitees. The foregoing summary of the Indemnification Agreements does not purport to be complete and is qualified in its entirety by reference to the forms of the Company s Indemnification Agreement and the Bank s Indemnification Agreement, which are filed as Exhibits 10.1 and 10.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

The exhibit list called for by this Item is incorporated by reference to the exhibit index filed as part of this report.

**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: September 10, 2013

**TRICO BANCSHARES**  
(Registrant)

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

**Exhibit Index**

- Exhibit 10.1 Form of Trico Bancshares Indemnification Agreement
- Exhibit 10.2 Form of Tri Counties Bank Indemnification Agreement