

TRICO BANCSHARES /  
Form NT 10-Q  
November 09, 2011

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 12b-25

SEC FILE NUMBER

### NOTIFICATION OF LATE FILING

0-10661

CUSIP NUMBER

896095106

(Check One)     Form 10-K     Form 20-F     Form 11-K     Form 10-Q

Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: September 30, 2011

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**  
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

All

**Part I Registrant Information**

**TriCo Bancshares**

**Full Name of Registrant**

**Former Name if Applicable**

**63 Constitution Drive**  
**Address of Principal Executive Office (Street and Number)**

**Chico, California 95973**  
**City, State and Zip Code**

**Part II Rules 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**Part III Narrative**

State below in reasonable detail the reasons why Form 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed period.

On September 23, 2011, the Registrant's subsidiary, Tri Counties Bank, purchased and assumed certain of the assets and deposits of Citizens Bank of Northern California in an FDIC-assisted transaction. The Registrant has experienced a delay in completing its Quarterly Report on Form 10-Q for the quarter-ended September 30, 2011 as a result of the additional time required to collect, evaluate and integrate into its financial statements information concerning the transaction, the assets purchased and the deposits assumed. It is anticipated that the Form 10-Q will be filed on or before the fifth calendar day following the prescribed due date of the Registrant's Form 10-Q.

**Part IV Other Information**

- (1) Name and telephone number of person to contact in regard to this notification

**Thomas J. Reddish**  
(Name)

**(530) 898-0300**  
(Area Code) (Telephone Number)

- (2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

As reported in its press release filed with its Current Report on Form 8-K filed on October 31, 2011, the Registrant anticipates that it will report earnings of \$6,470,000 for the quarter ended September 30, 2011. This compares with earnings of \$1,000 for the quarter ended September 30, 2010. Diluted earnings per share for the quarter ended September 30, 2011 were \$0.40 compared to diluted earnings per share of \$0.00 for the quarter ended September 30, 2010. Diluted earnings per share for the nine months ended September 30, 2011 and 2010 were \$0.75 and \$0.18, respectively, on earnings of \$12,041,000 and \$2,879,000, respectively. Included in the Registrant's results for the three and nine month periods ended September 30, 2011 is Tri Counties Bank's acquisition of certain of the assets and liabilities of Citizens Bank of Northern California, Nevada City, California from the FDIC under a whole bank purchase and assumption agreement without loss sharing on September 23, 2011. The assets acquired and liabilities assumed in the Citizens acquisition have been accounted for under the acquisition method of accounting (formerly the purchase method).

Total assets of the Registrant increased \$258,849,000 (11.6%) to \$2,488,467,000 at September 30, 2011 from \$2,229,618,000 at September 30, 2010.

**TriCo Bancshares**  
(Name of Registrant as specified in charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: **November 9, 2011**

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

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INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**