

NORTH VALLEY BANCORP  
Form 425  
July 29, 2014

**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): July 28, 2014**

**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 8.01 Other Events.**

Richard P. Smith, president and chief executive officer of TriCo Bancshares (the Company), will make a presentation at the Keefe, Bruyette & Woods 2014 Community Bank Investor Conference on July 29, 2014 in New York City, New York at 9:30 a.m. EST. A copy of the presentation materials is attached as Exhibit 99.1 of this Form 8-K. Both a link to a webcast of the audio and the paper presentation will be available on TriCo's website at [www.tricountiesbank.com](http://www.tricountiesbank.com) under the section entitled Investor Relations for 90 days. The direct link is: (<http://www.tcbk.com/tcb/index.cfm/about/investor-relations/>)

This Form 8-K and the information in the attached exhibit shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended (Securities Act), or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by TriCo that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of TriCo or any of its affiliates. The information in the materials is presented as of July 29, 2014 and TriCo does not assume any obligation to update such information in the future.

*Safe Harbor Statement*

Statements contained in the slide show presentation that state expectations or predictions about the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act and the Exchange Act. TriCo's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include Risk Factors and the other factors appearing in the documents that TriCo has filed with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Copy of TriCo Bancshares slide show presentation.

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: July 28, 2014

By /s/ Thomas J. Reddish  
Thomas J. Reddish, Executive Vice President and  
Chief Financial Officer (Principal Financial and  
Accounting Officer)