

WESTAMERICA BANCORPORATION
Form DEFA14A
March 13, 2012

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant
]

Check the appropriate box:

- | | | | |
|-------------------------------------|---------------------------------------------------------------------------------------|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2)) | | |
| <input type="checkbox"/> | Definitive Proxy Statement | | |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | | |

WestAmerica Bancorporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- | | |
|-------------------------------------|--------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> | No fee required. |
| <input type="checkbox"/> | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11. |
- | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) | Title of each class of securities to which transaction applies: |
| 2) | Aggregate number of securities to which transaction applies: |
| 3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| 4) | Proposed maximum aggregate value of transaction: |
| 5) | Total fee paid: |
- | | |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> | Fee paid previously with preliminary materials: |
| <input type="checkbox"/> | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing. |
- | | |
|----|-----------------------------------------------|
| 1) | Amount previously paid: |
| 2) | Form, Schedule or Registration Statement No.: |

3) Filing Party:

4) Date Filed:

IMPORTANT ANNUAL MEETING INFORMATION

Westamerica Bancorporation Annual Meeting Notice

1234 5678 9012 345

Important Notice Regarding the Availability of Proxy Materials for the Westamerica Bancorporation Shareholder Meeting to be Held on Thursday, April 26, 2012.

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement and Annual Report on Form 10-K are available at:

www.envisionreports.com/wabc

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/wabc to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before Monday, April 16, 2012 to

facilitate timely delivery.

Westamerica Bancorporation Shareholder Meeting

Westamerica Bancorporation's Annual Meeting of Shareholders will be held on April 26, 2012 at The Fairfield Center for Creative Arts, 1035 West Texas Street, Fairfield, California, at 11:00 a.m. Pacific Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all nominees listed, **FOR** Proposal 2, **FOR** Proposal 3, and **FOR** Proposal 4.

1. Election of Directors.
01- E. Allen; 02 - L. Bartolini; 03 - E.J. Bowler; 04 - A. Latno, Jr.; 05 - P. Lynch;
06 - C. MacMillan; 07 - R. Nelson;
08 - D. Payne; 09 - E. Sylvester
2. Approve a non-binding advisory vote on the compensation of our named executive officers.
3. Approve the 2012 Amended and Restated Stock Option Plan of 1995.
4. Ratification of Independent Auditors.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to Westamerica Bancorporation Annual Meeting of Shareholders

Fairfield Center for the Creative Arts
1035 Texas Street
Fairfield, CA 94533

From the West (San Francisco)

Take I-80 East toward Sacramento. Take West Texas Street exit.
Parking is behind the theatre between Taylor Street and Madison Street.

From the East (Sacramento)

Take the I-80 West toward San Francisco. Take the West Texas Street exit. At the second stop light turn left onto West Texas. Parking is behind the theatre between Taylor Street and Madison.

Admission to the Meeting

No ticket will be necessary for admission to the Annual Meeting. However, to facilitate the admission process, Shareholders of Record (registered holder) planning to attend the meeting should check the appropriate box on the Proxy Card or by voting online. If you hold shares through an intermediary, such as a bank or broker (beneficial owner), you will need to register at the desk in the lobby. Please bring the following as evidence of ownership: 1) a Legal Proxy, which you can obtain from your bank or broker or other intermediary or your shareholder statement dated on or after February 27, 2012, the Annual Meeting Record Date; and 2) photo identification.

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Edgar Filing: WESTAMERICA BANCORPORATION - Form DEFA14A

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

① **Internet** Go to www.envisionreports.com/wabc. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

② **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

③ **Email** Send email to investorvote@computershare.com with Proxy Materials Westamerica Bancorporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by Monday, April 16, 2012.
