

---

**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): March 3, 2017**



**THE DAVEY TREE EXPERT COMPANY**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**000-11917**  
(Commission  
File Number)

**34-0176110**  
(Employer Identification  
Number)

**1500 North Mantua Street  
P.O. Box 5193  
Kent, Ohio 44240**  
(Address of principal executive offices) (Zip Code)

**(330) 673-9511**  
(Registrant's telephone number, including area code)

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:

- 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 March 3, 2017, the Board of Directors of The Davey Tree Expert Company (the “Company”) approved an amendment to the Company’s 401KSOP Match Restoration Plan (the “Restoration Plan”). The Restoration Plan, a nonqualified retirement plan, was adopted in 2003 for the benefit of certain participants in The Davey 401KSOP and ESOP savings plan, including executive officers, management and/or highly compensated employees and supplements employee benefits that are restricted due to limitations imposed by the Internal Revenue Service.

The amendment to the Restoration Plan, effective as of January 1, 2017, provides for (1) a change in the definition of a participant to limit new entrants to those individuals designated as a participant in the Company’s Long Term Incentive Plan and (2) a change in the interest rate for employee accounts maintained under the Restoration Plan from seven percent per annum to the rate in effect under the Company’s Payroll Savings Program.

The foregoing description of the amendment to the Restoration Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.1	Second Amendment to The Davey Tree Expert Company 401KSOP Match Restoration Plan, dated March 3, 2017 (effective as of January 1, 2017).

**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 hereunto duly authorized.

**THE DAVEY TREE EXPERT COMPANY**

By: /s/ Joseph R. Paul  
Joseph R. Paul, Executive Vice President,  
Chief Financial Officer and Secretary

Date: March 9, 2017

**SECOND AMENDMENT  
TO  
THE DAVEY TREE EXPERT COMPANY  
401KSOP MATCH RESTORATION PLAN**

The Davey Tree Expert Company 401KSOP Match Restoration Plan (the “Plan”), originally effective as of January 1, 2003, is hereby amended, effective as of January 1, 2017, in the following respects:

1. Section 1.1(c) of the Plan is amended to provide as follows:
  - (c) The term “Employee” shall mean any person employed by the Company who is a Participant in the Savings Plan and who was designated by the Compensation Committee of the Board of Directors of the Company as eligible to participate in this Plan on or prior to December 31, 2016. On and after January 1, 2017, the term Employee shall mean those individuals identified by the first sentence of this Section 1.1(c) and any person employed by the Company who is a Participant in the Savings Plan and who is also designated as a participant in the Davey Long Term Incentive Plan by the Compensation Committee of the Board of Directors.
2. Section 2.3 of the Plan is amended to provide as follows:
  - 2.3 Amount. The benefit payable to an Employee, or his Beneficiary in the event of the Employee’s death prior to receiving payment of all amounts due under the Plan, shall be equal to the balance of his account, as hereinafter determined. The Company shall establish on its books and record an account for each Employee with respect to whom a Prevented Allocation has occurred to reflect such Employee’s interest in the Plan. Such account shall be credited with the Prevented Allocation for any Plan Year beginning on or after January 1, 2003, as of the last day of such Plan Year, and shall be credited with interest prior to January 1, 2017 at the rate of seven percent per annum and on and after January 1, 2017 at the rate in effect under the Davey Payroll Savings Program. Upon occurrence of any payment to an Employee or his Beneficiary pursuant to the terms of the Plan, his account shall be debited to reflect such payment.

EXECUTED at Kent, Ohio this 3<sup>rd</sup> day of March, 2017.

**THE DAVEY TREE EXPERT COMPANY**

By: /s/ Joseph R. Paul  
Joseph R. Paul, Executive Vice President,  
Chief Financial Officer and Secretary