

MONMOUTH REAL ESTATE INVESTMENT CORP

Form 8-K

January 27, 2012

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) January 25, 2012

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

(Exact name of Registrant as specified in its charter)

MARYLAND 000-04258 22-1897375

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification Number)

3499 Route 9N, Suite 3C, Freehold, NJ 07728

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (732) 577-9996

(Former name or former address, if changed since last report.)

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 Instructions A.2. below):

☐ Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 142-12 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 25, 2012, Monmouth Real Estate Investment Corporation (the Company) executed and submitted for filing with the State of Maryland an amendment to the Company's Articles of Incorporation (the Articles) to increase the Company's authorized shares of common stock by 20,000,000 shares. This amendment, which was approved by the Company's Board of Directors in accordance with the Articles and the Maryland General Corporation Law, will become effective upon acceptance by the State of Maryland. As a result of this amendment, the Company's total authorized shares will be increased from 57,139,750 shares (classified as 50,000,000 common shares, 2,139,750 preferred shares and 5,000,000 excess shares) to 77,139,750 shares (classified as 70,000,000 common shares, 2,139,750 preferred shares and 5,000,000 excess shares).

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

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Articles of Amendment, dated January 25, 2012.

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.

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

/s/ Maureen Vecere

MAUREEN VECERE

Chief Financial Officer

Date January 27, 2012