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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) August 20, 2013**

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**Tejon Ranch Co.**

(Exact name of registrant as specified in its charter)

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

**1-7183**  
(Commission  
File Number)

**77-0196136**  
(IRS Employer  
Identification No.)

**P.O. Box 1000, Lebec, California**  
(Address of principal executive offices)

**93243**  
(Zip Code)

**Registrant's telephone number, including area code (661) 248-3000**

**Not applicable**

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

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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))
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**Item 8.01 Other Events.**

As previously disclosed, on August 7, 2013, Tejon Ranch Co. (the "Company") announced that its Board of Directors declared a dividend of warrants (the "Warrants") to purchase shares of Company common stock, par value \$0.50 per share ("Common Stock"), to be distributed on or about August 28, 2013, to holders of record of Common Stock as of August 21, 2013. Each Warrant will entitle the holder to purchase one share of Common Stock at an initial exercise price of \$40.00 per share. The Company expects to issue an aggregate of approximately 3,000,000 Warrants. The Company will issue the Warrants pursuant to a Warrant Agreement, dated as of August 7, 2013, between the Company, Computershare, Inc. and Computershare Trust Company, N.A., as warrant agent.

The shares of Common Stock to be issued upon exercise of Warrants (the "Shares") will be issued pursuant to a final prospectus supplement dated August 20, 2013, which was filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and an accompanying base prospectus dated May 9, 2013, in connection with a takedown from the Company's shelf registration statement on Form S-3 (File No. 333-184367), as amended, which became effective on May 10, 2013. The Company is filing as Exhibit 5.1 to this Current Report on Form 8-K a legal opinion of Gibson, Dunn & Crutcher LLP regarding certain matters related to the Shares.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Gibson, Dunn & Crutcher LLP (included as part of Exhibit 5.1).

**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.

**TEJON RANCH CO.**  
(Registrant)

By: /s/ Allen E. Lyda  
Allen E. Lyda  
Executive Vice President and Chief Financial Officer

Date: August 20, 2013

August 20, 2013

Tejon Ranch Co.  
P.O. Box 1000  
Lebec, California 93243

Re: Tejon Ranch Co.  
Registration Statement on Form S-3 (File No. 333-184367)

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-3 (File No. 333-184367), as amended (as so amended, the "Registration Statement"), of Tejon Ranch Co., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a base prospectus dated May 9, 2013 (the "Base Prospectus") and a final prospectus supplement dated August 20, 2013 (the "Final Prospectus" and, together with the Base Prospectus, the "Prospectus"), in connection with the offering by the Company of up to 3,000,000 shares of the Company's common stock, par value \$0.50 per share, (the "Shares").

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefor as set forth in the Prospectus, will be validly issued, fully paid and non-assessable.

This opinion is limited to the effect of the current state of the Delaware General Corporation Law and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretation thereof or such facts.

August 20, 2013

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We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP