

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20509

---

**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): May 7, 2013**

---

**Tejon Ranch Co.**

(Exact Name of Registrant as Specified in Charter)

---

**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)

---

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 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 5.07 Submission of Matters to a Vote of Security Holders**

On May 7, 2013, Tejon Ranch Co. held an annual meeting of its stockholders. Four proposals were acted on at that meeting: (1) The election of three Class II Directors, (2) The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm, (3) To approve an amendment and restatement of the 1998 Stock Incentive Plan, and (4) To approve an amendment and restatement of the Non-Employee Director Stock Incentive Plan. Tejon Ranch Co. shareholders reelected all three of the Class II Directors, approved the appointment of Ernst & Young LLP, approved the amendment and restatement to the 1998 Stock Incentive Plan, and approved the amendment and restatement of the Non-Employee Director Stock Incentive Plan. Following are the votes cast for or withheld for each director.

	<u>For</u>	<u>Withheld</u>	<u>Not voted</u>
George G.C. Parker	14,394,802	1,293,835	2,664,491
Robert A. Stine	15,089,004	599,633	2,664,491
Daniel R. Tisch	15,411,925	276,712	2,664,491

Following are the votes cast for and against ratification of independent registered public accounting firm:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
18,232,047	99,742	21,339

Following are the votes cast related to the amendment and restatement of the 1998 Stock Incentive plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Not Voted</u>
12,462,596	2,606,976	619,065	2,664,491

Following are the votes cast related to the amendment and restatement of the Non-Employee Director Stock Incentive Plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Not Voted</u>
14,741,431	726,148	221,058	2,664,491

**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.

Date: May 9, 2013

TEJON RANCH CO.

By: \_\_\_\_\_ /s/ ALLEN E. LYDA  
Name: **Allen E. Lyda**  
Title: **Executive Vice President, and Chief Financial Officer**