
**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): September 18, 2017

Tejon Ranch Co.
(Exact name of registrant as specified in its charter)

Commission File No. 1-7183

Delaware
(State or other jurisdiction of
incorporation)

77-0196136
(I.R.S. Employer Identification No.)

P. O. Box 1000, Lebec, California 93243
(Address of principal executive offices) (Zip Code)

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

Former name or former address, if changed since last report: **Not applicable**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On September 18, 2017, Tejon Ranch Co. (the “Company”) issued a press release announcing the terms of a rights offering to stockholders approved by its Board of Directors in which stockholders will receive transferable rights to purchase additional shares of the Company’s common stock at a discount from the market price at the time the offering commences. Under the terms of the rights offering, the Company will distribute, at no charge, to the holders of its common stock as of 5:00 p.m., New York time, on October 4, 2017, one transferable subscription right for each share of Company common stock then owned. Each subscription right will entitle the holder to purchase 0.20 shares of common stock using a purchase price of \$18.00 per whole share. Assuming the rights offering is fully subscribed, the Company currently expects the gross proceeds of the offering to be approximately \$75 million.

The rights offering also includes an over-subscription privilege, which entitles a stockholder who exercises all of its basic subscription privilege in full the right to purchase additional shares of common stock that remain unsubscribed at the expiration of the rights offering, subject to the availability and pro rata allocation of shares among persons exercising this over-subscription right. If there are not enough unsubscribed shares to honor all requests under the over-subscription privilege, the Company may, at its discretion, elect to issue up to an additional 833,333 of over-allotment shares to honor requests under the over-subscription privilege. If the over-allotment shares are issued maximum gross proceeds in the offering would be approximately \$90 million.

The net proceeds of the offering will be used to provide additional working capital for general corporate purposes, including to fund general infrastructure costs and the development of buildings at Tejon Ranch Commerce Center, to continue forward with entitlement and permitting programs for the Centennial at Tejon Ranch and Grapevine at Tejon Ranch communities and costs related to the preparation of the development of Mountain Village at Tejon Ranch. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 – [Press Release of the Company dated September 18, 2017, announcing the terms for rights offering to stockholders.](#)

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, thereunto duly authorized.

TEJON RANCH CO.

By: /s/ ALLEN E. LYDA

Name: Allen E. Lyda

Title: Executive Vice President and
Chief Financial Officer

Dated: September 18, 2017

CORRECTING and REPLACING - Tejon Ranch Company Announces Terms for Rights Offering to Stockholders

TEJON RANCH, California, September 18, 2017 – Tejon Ranch Co. (NYSE-TRC) – Tejon Ranch Co. (“Tejon”) announced corrections to its press release issued earlier today, Monday, September 18, 2017. Specifically, Tejon corrected that each subscription right will entitle holders to purchase 0.20 shares of common stock. The complete, corrected release follows:

Tejon Ranch Co. (“Tejon”) announced today that it has set the terms for a rights offering approved by its Board of Directors.

Under the terms of the rights offering, Tejon will distribute, at no charge, to the holders of its common stock as of 5:00 p.m., New York time, on October 4, 2017, one transferable subscription right for each share of Tejon common stock then owned. Each subscription right will entitle the holder to purchase 0.20 shares of common stock using a purchase price of \$18.00 per whole share. Assuming the rights offering is fully subscribed, Tejon currently expects the gross proceeds of the offering to be approximately \$75 million.

The rights offering also includes an over-subscription privilege, which entitles a stockholder who exercises all of its basic subscription privilege in full the right to purchase additional shares of common stock that remain unsubscribed at the expiration of the rights offering, subject to the availability and pro rata allocation of shares among persons exercising this over-subscription right. If there are not enough unsubscribed shares to honor all requests under the over-subscription privilege, Tejon may, at its discretion, elect to issue up to an additional 833,333 of over-allotment shares to honor requests under the over-subscription privilege. If the over-allotment shares are issued maximum gross proceeds in the offering would be approximately \$90 million.

Tejon also announced that the mailing of offering materials to stockholders is expected to begin by 5:00 p.m. New York time, October 4, 2017 and that the subscription period will expire at 5:00 p.m., New York time, on October 27, 2017.

The shares issued in connection with the rights offering will be listed on the New York Stock Exchange, and the rights are expected to trade on the New York Stock Exchange until the day before the expiration of the subscription period.

The net proceeds of the offering will be used to provide additional working capital for general corporate purposes, including to fund general infrastructure costs and the development of buildings at Tejon Ranch Commerce Center, to continue forward with entitlement and permitting programs for the Centennial at Tejon Ranch and Grapevine at Tejon Ranch communities and costs related to the preparation of the development of Mountain Village at Tejon Ranch.

Tejon reserves the right to modify, extend, postpone or cancel the rights offering at any time prior to the closing of the sale of the shares in the offering.

Tejon has filed a shelf registration statement (including a prospectus supplement) with the Securities and Exchange Commission (Reg. No. 333-210875). Before you invest, you should read the prospectus supplement and other documents Tejon has filed with the SEC for more complete information about Tejon and the rights offering. This announcement shall not constitute an offer to sell, or the solicitation of an offer to buy the rights or the underlying shares, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

About Tejon Ranch Co.

Tejon Ranch Co. is a diversified real estate development and agribusiness company, whose principal asset is its 270,000-acre land holding located approximately 60 miles north of Los Angeles and 30 miles south of Bakersfield.

More information about Tejon Ranch Co. can be found online at <http://www.tejonranch.com>.

Forward Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These include, without limitation, our statements contained above regarding the proposed rights offering, and other statements that are not historical facts. These statements involve risks and uncertainties that could cause actual results and events to differ materially, including the possibility that the rights offering may be delayed or cancelled before it closes. For a discussion of further risks and uncertainties related to Tejon's business, please refer to our public company reports and the Risk Factors enumerated therein, including our Annual Report on Form 10-K for the year ended December 31, 2016 and subsequent reports, filed with the SEC. Tejon undertakes no duty to update any forward-looking statement to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statements are based.