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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
**THE SECURITIES ACT OF 1933**

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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 or Organization)

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

**P.O. Box 1000, Lebec, California**  
(Address of Principal Executive Offices)

**93243**  
(Zip Code)

**Amended and Restated 1998 Stock Incentive Plan**  
**Amended and Restated Non-Employee Director Stock Incentive Plan**  
(Full Title of the Plan)

**Allen Lyda**  
**Tejon Ranch Co.**  
**P.O. Box 1000, Lebec, California, 93243**  
(Name and Address of Agent For Service)

**(661) 248-3000**  
(Telephone Number, Including Area Code, of Agent For Service)

**Copies to:**  
**Sean Feller**  
**Gibson, Dunn & Crutcher LLP**  
**2029 Century Park East**  
**Los Angeles, California 90067**  
**(310) 552-8746**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Tejon Ranch Co. Common Stock, par value \$0.50 per share (“Common Stock”), to be issued under the Tejon Ranch Co. Amended and Restated 1998 Stock Incentive Plan	800,000	\$19.62	\$15,696,000	\$1,580.59
Common Stock to be issued under the Tejon Ranch Co. Amended and Restated Non-Employee Director Stock Incentive Plan	200,000	\$19.62	\$ 3,924,000	\$ 395.15
<b>Total</b>	<b>1,000,000</b>	<b>\$19.62</b>	<b>\$19,620,000</b>	<b>\$1,975.74</b>

- (1) Pursuant to Rule 416(c), there is also being registered such number of additional shares which may become available for purchase pursuant to the Tejon Ranch Co. Amended and Restated 1998 Incentive Plan (the “1998 Plan”) or the Tejon Ranch Co. Amended and Restated Non-Employee Director Stock Incentive Plan (the “Director Plan”) in the event of certain changes in the outstanding shares, including reorganizations, recapitalizations, stock splits, stock dividends, and reverse stock splits.
- (2) Estimated in accordance with Rule 457(h)(1) and Rule 457(c) solely for purposes of calculating the registration fee and based on the average high and low prices of the Common Stock reported on the New York Stock Exchange on March 24, 2016, which was \$19.62 per share.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE  
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Tejon Ranch Co., a Delaware corporation (the “Company” or “Registrant”), relating to (i) 800,000 shares of Common Stock, issuable to eligible employees and consultants of the Company under the Company’s Amended and Restated 1998 Stock Incentive Plan (the “1998 Plan”), and (ii) 200,000 shares of Common Stock, issuable to eligible non-employee directors of the Company under the Company’s Amended and Restated Non-Employee Director Stock Incentive Plan (the “Director Plan” and together with the “1998 Plan”, the “Plans”).

On December 14, 1998, relating to shares of Common Stock issuable under the Plans, and on September 25, 2001, and August 6, 2008, relating to shares of Common Stock issuable under the 1998 Plan only, the Company filed with the Securities and Exchange Commission (the “Commission”) Registration Statements on Form S-8 (Registration No. 333-68869, Registration No. 333-70128, and Registration No. 333-152804, respectively) (collectively, the “Prior Registration Statements”). The Prior Registration Statements are currently effective, but the Plans have been amended and restated since the filing of the Prior Registration Statements. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

- (i) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed with the Commission on March 8, 2016;
- (ii) The Company's Current Reports on Form 8-K filed with the Commission on February 26, 2016, March 3, 2016, March 16, 2016, and March 30, 2016; and
- (iii) The description of the Company's Common Stock contained in the Company's Registration Statement filed under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part thereof from the date of filing of such documents.

Any document, and any statement contained in a document, incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such document or statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference herein.

**ITEM 8. EXHIBITS**

- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP (Independent Public Accountants).
- 24 Power of Attorney (contained on signature page hereto).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lebec, State of California, on this 31st day of March, 2016.

**TEJON RANCH CO.**

By: /s/ Gregory S. Bielli  
Gregory S. Bielli  
*President and Chief Executive Officer*

Each of the undersigned, being a director or officer of Tejon Ranch Co., a Delaware corporation (the "Company"), hereby constitutes and appoints Allen E. Lyda his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and any registration statement related to the offering contemplated by this registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Registration Statement or Registration Statements shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of her substitutes or resubstitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gregory S. Bielli</u> Gregory S. Bielli	President, Chief Executive Officer and Director (Principal Executive Officer)	March 31, 2016
<u>/s/ Allen E. Lyda</u> Allen E. Lyda	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 31, 2016

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<u>/s/ Robert A. Alter</u> Robert A. Alter	Director	March 31, 2016
<u>/s/ Steven A. Betts</u> Steven A. Betts	Director	March 31, 2016
<u>/s/ John L. Goolsby</u> John L. Goolsby	Director	March 31, 2016
<u>/s/ Norman Metcalfe</u> Norman Metcalfe	Director	March 31, 2016
<u>/s/ Anthony L. Leggio</u> Anthony L. Leggio	Director	March 31, 2016
<u>/s/ Geoffrey L. Stack</u> Geoffrey L. Stack	Director	March 31, 2016
<u>/s/ Frederick C. Tuomi</u> Frederick C. Tuomi	Director	March 31, 2016
<u>/s/ Daniel R. Tisch</u> Daniel R. Tisch	Director	March 31, 2016
<u>/s/ Michael H. Winer</u> Michael H. Winer	Director	March 31, 2016

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**EXHIBIT INDEX**

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**Exhibit 5.1**

March 30, 2016

Tejon Ranch Co.  
Post Office Box 1000  
Lebec, California 93243Re: Registration on Form S-8 of Additional Shares Under the Amended and Restated 1998 Stock Incentive Plan and the Amended and Restated Non-Employee Director Stock Incentive Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Tejon Ranch Co., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on or about March 30, 2016 pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration by the Company of (a) 800,000 additional shares of Company common stock, par value \$0.50 ("Common Stock"), issuable to eligible employees and consultants of the Company under the Company's Amended and Restated 1998 Stock Incentive Plan (the "1998 Plan"), and (b) 200,000 shares of Common Stock (the "Shares"), issuable to eligible non-employee directors of the Company under the Company's Amended and Restated Non-Employee Director Stock Incentive Plan (the "Director Plan" and together with the "1998 Plan", the "Plans").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have determined relevant and necessary as the basis for the opinion set forth below. In our examination, we have assumed 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, including such records of corporate proceedings of the Company, such certificates and assurances from public officials, officers and representatives of the Company, and such other documents as we have considered necessary or appropriate for the purpose of rendering this opinion.

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New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

March 30, 2016

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The Company has represented to us, and we assume for purposes of this opinion letter, that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify, or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been validly authorized for issuance and, when issued and sold in accordance with the terms set forth in the Registration Statement and the Plans, and, when (a) the Registration Statement has become effective under the Securities Act, (b) the pertinent provisions of any applicable state securities law have been complied with, and (c) in the case of options issued under the Plans, the Shares have been paid for, the Shares so issued will be validly issued and will be fully paid and nonassessable.

Our opinions set forth herein are limited to the effect of the present corporate laws of the State of Delaware and to the present judicial interpretations thereof and to the facts as they presently exist. Although we are not admitted to practice in the State of Delaware, we are familiar with the Delaware General Corporation Law and have made such investigation thereof as we deemed necessary for the purpose of rendering the opinion contained herein. We assume no obligation to revise or supplement our opinions should the present laws, or the interpretation thereof, be changed or to revise or supplement these opinions in respect of any circumstances or events that occur subsequent to the date hereof.

Our opinions set forth herein are subject to (a) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the enforcement of creditors' rights generally (including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers) and (b) general principles of equity, regardless of whether a matter is considered in a proceeding in equity or at law, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies.

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 appearing on the cover of the Registration Statement. 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,

*Gibson, Dunn & Crutcher LLP*



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Amended and Restated 1998 Stock Incentive Plan of Tejon Ranch Co. of our reports dated March 8, 2016, with respect to the consolidated financial statements of Tejon Ranch Co. and Subsidiaries, and the effectiveness of internal control over financial reporting of Tejon Ranch Co., included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California  
March 30, 2016