



incorporation or organization) identification number)

**Juniper Business Plaza, 3499 Route 9 North, Suite 3-D**

**Freehold, NJ 07728**

**(732) 577-9996**

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

**Michael P. Landy**

**President and Chief Executive Officer**

**Monmouth Real Estate Investment Corporation**

**Juniper Business Plaza**

**3499 Route 9 North, Suite 3-D**

**Freehold, NJ 07728**

**Tel: (732) 577-9996**

(Name, address, including zip code, and telephone number, of agent for service of process)

**Copies to:**

**Michael A. Leber, Esquire**

**Carmen M. Fonda, Esquire**

**Venable LLP**

**750 E. Pratt Street, Suite 900**

**Baltimore, MD 21202**

**Tel: (410) 244-7400**

**Approximate date of commencement of proposed sale to the public:**

**From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.  [X]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.  [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [ ]

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  [ ]

If this Form is a post-effective amendment to a registration statement pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  [ ]

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 the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

[X] Accelerated filer

[ ]

Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company

CALCULATION OF REGISTRATION FEE CHART

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed		Amount of Registration Fee
		Maximum Offering Price Per Unit (1)	Maximum Aggregate Offering Price	
Common Stock, \$0.01 par value per share	7,000,000 shares	\$ 14.74	\$103,180,000	\$ 11,958.56

(1) Pursuant to Rule 457(c), the offering price is computed on the basis of the average high and low prices of the common stock, as reported by the New York Stock Exchange on April 17, 2017.

**PROSPECTUS**

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

Juniper Business Plaza, Suite 3-D,

3499 Route 9 North

Freehold, New Jersey 07728

732-577-9996

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

Monmouth Real Estate Investment Corporation (“we,” “our,” “us,” the “Company” or “MREIC”) is offering a maximum of 7,000,000 shares of its common stock, par value \$0.01 per share (“Common Stock”), pursuant to its Dividend Reinvestment and Stock Purchase Plan (the “Plan”). The Plan provides holders of our Common Stock with a simple and convenient method of investing cash dividends and optional cash payments in additional shares of Common Stock without payment of any brokerage commission or service charge. Our Common Stock is listed and traded on the New York Stock Exchange (“NYSE”) under the symbol “MNR.” On April 17, 2017, the last sale price of our Common Stock as reported on the NYSE was \$14.84 per share.

The proceeds of dividends reinvested in the Plan and optional cash payments will be used to purchase newly issued shares of our Common Stock. The price of shares of Common Stock purchased with reinvested dividends and optional cash payments will be the higher of (i) 95% of the average of the daily high and low sale prices of our Common Stock trading on the NYSE on the four trading days including and preceding the purchase date, or (ii) 95% of the average of the high and low sale prices of our Common Stock trading on the NYSE on the purchase date. (See Question 16 in this Prospectus.)

Participants in the Plan may:

Automatically reinvest cash dividends on all or less than all the shares registered in their names; and

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Invest by making optional cash payments at any time of not less than \$500 per payment nor more than \$1,000 per month, unless a Request for Waiver (as defined herein) has been accepted by MREIC pursuant to Question 12 herein, whether or not any dividends on shares registered in the participant's name are being reinvested. Optional cash payments will be invested monthly, generally on the Investment Date (as defined herein).

If you elect partial dividend reinvestment, you must reinvest at least 10% of your dividend distribution. Holders of shares of Common Stock who do not choose to participate in the Plan will continue to receive cash dividends, as declared, in the usual manner.

In order to assist us to remain a qualified real estate investment trust ("REIT"), among other purposes, our charter provides that no person may own, or be deemed to own by virtue of the attribution rules of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), more than 9.8%, in value or in number of shares (whichever is more restrictive), of our outstanding stock (other than shares of our excess stock), subject to certain exceptions. In addition, no person may own, or be deemed to own, shares of our stock (other than shares of our excess stock) that would result in shares of our stock being owned by fewer than 100 persons, our being "closely held" within the meaning of Section 856 of the Internal Revenue Code or our otherwise failing to qualify as a REIT under the Internal Revenue Code.

MREIC reserves the right to terminate the Plan at any time.

The Plan does not represent a change in MREIC's dividend policy or a guarantee of future dividends. Dividends will continue to depend on earnings, financial requirements and other factors.

**YOU SHOULD READ THIS PROSPECTUS AND THE DOCUMENTS INCORPORATED BY REFERENCE INTO THIS PROSPECTUS CAREFULLY AND RETAIN IT FOR FUTURE REFERENCE.**

**INVESTING IN OUR COMMON STOCK INVOLVES CERTAIN RISKS. BEFORE INVESTING IN OUR COMMON STOCK, YOU SHOULD CAREFULLY READ THE INFORMATION SET FORTH IN OUR DISCUSSION OF “RISK FACTORS” BEGINNING ON PAGE 3 AS WELL AS THE RISK FACTORS DESCRIBED IN OUR ANNUAL REPORT ON FORM 10-K AND OTHER FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY MREIC. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF MREIC SINCE THE DATE HEREOF. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER BY MREIC OR ANY AGENT OF MREIC OR ANY OTHER PERSON TO SELL SECURITIES IN ANY STATE IN WHICH SUCH OFFER WOULD BE UNLAWFUL. THIS PROSPECTUS RELATES ONLY TO THE SHARES OF MREIC OFFERED HEREBY AND IS NOT TO BE RELIED UPON IN CONNECTION WITH THE PURCHASE OR SALE OF ANY OTHER SECURITIES OF MREIC.**

The date of this Prospectus is April 18, 2017

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AVAILABLE INFORMATION

MREIC is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (“Commission”) relating to its business, financial position, results of operations and other matters. Such reports, proxy statements and other information can be inspected at the Public Reference Room of the Commission, 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the operation of the public reference rooms. MREIC’s filings with the Commission, including the Registration Statement with respect to the shares of Common Stock offered hereby, are also available to you on the Commission’s website at <http://www.sec.gov>. MREIC also has a website at <http://www.mreic.reit> through which you may access its recent filings with the Commission. Information contained on MREIC’s website is not part of this Prospectus. In addition, you may look at MREIC’s filings with the Commission at the offices of the NYSE, which are located at 20 Broad Street, New York, NY 10005. MREIC’s filings with the Commission are available at the NYSE because its Common Stock is listed and traded on the NYSE under the symbol “MNR.”

MREIC has filed with the Commission a Registration Statement under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the shares of Common Stock offered hereby. This Prospectus does not contain all of the information set forth in such Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information pertaining to MREIC, the shares of Common Stock and related matters, reference is made to such Registration Statement, including the exhibits incorporated therein by reference or filed as a part thereof.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, which MREIC filed with the Commission, are incorporated by reference in this Prospectus: