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AMERICAN REALTY INVESTORS INC  
Form 8-K  
May 10, 2002

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

April 26, 2002

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Date of Report (Date of Earliest Event Reported)

AMERICAN REALTY INVESTORS, INC.

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(Exact Name of Registrant as Specified in its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Nevada  | 1-15663                  | 75-2847135                           |
| -----<br>(State of Incorporation)                 | (Commission<br>File No.) | (IRS Employer<br>Identification No.) |
| 1800 Valley View Lane, Suite 300,                 | Dallas, TX               | 75234                                |
| -----<br>(Address of Principal Executive Offices) |                          | (Zip Code)                           |

Registrant's Telephone Number, Including Area Code: (469) 522-4200  
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ITEM 5. OTHER EVENTS

On April 26, 2002, the Registrant sent a letter to the Board of Trustees of Prime Group Realty Trust ("Prime Group") proposing that the Registrant and Prime Group explore a business combination. On May 1, 2002, Prime Group issued a press release indicating that it had referred the Registrant's letter to its Board of Trustees and

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to its financial advisors for consideration. Thereafter, on May 2, 2002, Prime Group announced that it had agreed to sell its office properties in one or more material transactions. The Registrant has had no discussions with Prime Group or its financial advisors since the delivery of the Registrant's proposal to explore a business combination or since the announcement of Prime Group's agreement to sell its office properties.

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SIGNATURE

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

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undersigned hereto duly authorized.

AMERICAN REALTY INVESTORS, INC.

Date: May 9, 2002

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By: /s/ RONALD E. KIMBROUGH

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Ronald E. Kimbrough  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer and Acting Principal  
Executive Officer)