

TEJON RANCH CO  
Form 8-K  
May 09, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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, 2014**

**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** **93243**  
**(Address of Principal Executive Offices)** **(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 Instruction 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))

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

On May 7, 2014, Tejon Ranch Co. held an annual meeting of its shareholders. Three proposals were acted on at that meeting: (1) The election of four Class III Directors, (2) The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm, and (3) An advisory vote for the approval of executive compensation. Tejon Ranch Co. shareholders elected all four of the Class III Directors, approved the appointment of Ernst & Young LLP, and in an advisory vote approved the executive compensation plan.

Following are the votes cast for or withheld for each Director:

|                   | For        | Withheld  | Not voted |
|-------------------|------------|-----------|-----------|
| Gregory S. Bielli | 16,124,167 | 637,491   | 2,391,729 |
| John L. Goolsby   | 15,760,983 | 1,000,675 | 2,391,729 |
| Norman Metcalfe   | 15,760,767 | 1,000,891 | 2,391,729 |
| Kent G. Snyder    | 16,088,869 | 672,969   | 2,391,729 |

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

| For        | Against | Abstain |
|------------|---------|---------|
| 19,120,208 | 17,371  | 15,808  |

Following are the votes cast related to the advisory approval vote on executive compensation:

| For        | Against   | Abstain | Not voted |
|------------|-----------|---------|-----------|
| 14,992,326 | 1,264,368 | 504,964 | 2,391,729 |

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**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, 2014

TEJON RANCH CO.

By: /s/ ALLEN E. LYDA

Name: Allen E. Lyda

Executive Vice President, and Chief Financial

Title: Officer

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