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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20509**

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**FORM 8-K/A  
(Amendment No. 1)**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) August 3, 2011**

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**Tejon Ranch Co.**

**(Exact Name of Registrant as Specified in Charter)**

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-7183**  
(Commission  
File Number)

**77-0196136**  
(IRS Employer  
Identification No.)

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

**93243**  
(Zip Code)

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

(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 (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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**Explanatory Note**

This Form 8-K/A is being filed as an amendment to the Form 8-K filed by Tejon Ranch Co., or the Company, with the U.S. Securities and Exchange Commission on May 11, 2011, or the Original Filing. The purpose of this amendment is to disclose the Company's policy as to how frequently it will conduct future stockholder non-binding votes on named executive officer compensation. No other changes have been made to the Original Filing.

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

At the Company's 2011 Annual Meeting of Stockholders held on May 10, 2011, the Company's stockholders voted on, among other matters, a non-binding proposal on the frequency of future non-binding votes on named executive officer compensation. As previously reported by the Company, a majority of the votes cast by the stockholders voted, on a non-binding basis, to conduct future non-binding votes on named executive officer compensation every three years, consistent with the previously approved recommendation of the Company's Board of Directors to its stockholders. Accordingly, the Company's policy is to conduct a non-binding vote on named executive officer compensation every three years. In the future, this policy could change based on the outcome of the next non-binding vote on the frequency of future non-binding votes on named executive officer compensation.

**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: August 3, 2011

TEJON RANCH CO.

By: /s/ ALLEN E. LYDA

Name: Allen E. Lyda

Title: Senior Vice President, and Chief Financial Officer