

MONMOUTH REAL ESTATE INVESTMENT CORP
Form 8-A12B
May 31, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Monmouth Real Estate Investment Corporation
(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or organization)

22-1897375
(I.R.S.
Employer
Identification
No.)

**Juniper Business Plaza
3499 Route 9 North**

Suite 3C Freehold, New Jersey
(Address of principal executive offices)

07728
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|---|
|--|---|

**INFORMATION REQUIRED
IN REGISTRATION
STATEMENT**

Item 1.

**Item 1. Description of
Registrant's Securities to be
Registered.**

Monmouth Real Estate Investment Corporation (the "Registrant") hereby incorporates the description of its Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series B Preferred Stock"), to be registered hereunder set forth under the captions "Description of the Series B Preferred Stock," "Description of Stock" and "Certain Provisions of the Maryland General Corporation Law and of Our Charter and Bylaws" in the Registrant's prospectus forming a part of its Registration Statement on Form S-11 (Registration No. 333-181172), originally filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on May 4, 2012 as thereafter amended and supplemented. The Series B Preferred Stock is expected to be listed on the New York Stock Exchange.

Item 2. Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 3.1 | Articles of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3, filed on September 1, 2009 (File No. 333-161668) and incorporated herein by reference). |
| 3.2 | Articles Supplementary, dated December 1, 2006 (incorporated by reference to Exhibit 3.3 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on December 1, 2006). |
| 3.3 | Articles Supplementary, dated October 12, 2010 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on |

October 12,
2010).

3.4 Articles of
Amendment to
the Articles of
Incorporation of
the Registrant
(filed as an
Exhibit to the
Registrant's
Current Report
on Form 8-K,
filed on January
27, 2012 and
incorporated
herein by
reference).

3.5 Form of
Articles
Supplementary
designating the
rights and
preferences of
the Series B
Preferred Stock
(incorporated by
reference to
Exhibit 3.1 filed
with the
Registrant's
Amendment
No. 1 to the
Registration
Statement on
Form S-11
(Registration
No.
333-181172) on
May 29, 2012).

3.6 Bylaws of the
Registrant, as
amended (filed
as Exhibit 3.2 to
the Registrant's
Registration
Statement on
Form S-3, filed
on September 1,

2009 (File No.
333-161668)
and
incorporated
herein by
reference).

4.1 Specimen
certificate of
common stock
of Monmouth
Real Estate
Investment
Corporation
(incorporated by
reference to
Exhibit 4.1 to
the Form S-3
filed by the
Registrant with
the Securities
and Exchange
Commission on
September 1,
2009).

4.2 Specimen
certificate
representing the
Series A
Preferred Stock
of Monmouth
Real Estate
Investment
Corporation.
(incorporated by
reference to
Exhibit 4.1 to
the Form
8-A12B filed by
the Registrant
with the
Securities and
Exchange
Commission on
December 1,
2006).

4.3 Form of
certificate for
the Series B

Preferred Stock
(incorporated by
reference to
Exhibit 4.3 filed
with the
Registrant's
Amendment
No. 1 to the
Registration
Statement on
Form S-11
(Registration
No.
333-181172) on
May 29, 2012).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) MONMOUTH
REAL ESTATE
INVESTMENT
CORPORATION
Date May 30, 2012

By: /s/ Anna T. Chew
Name: Anna T.
Chew
Title: Interim
Chief Financial
Officer

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--------------------|
| <u>Number</u> | |

- | | |
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| 3.2 | Articles Supplementary, dated December 1, 2006 (incorporated by reference to Exhibit 3.3 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on December 1, 2006). |
| 3.3 | Articles Supplementary, dated October 12, 2010 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on October 12, 2010). |
| 3.4 | Articles of Amendment to the Articles of Incorporation of the Registrant (filed as an Exhibit to the Registrant's Current Report on Form 8-K, filed on January 27, 2012 and incorporated herein by reference). |
| 3.5 | Form of Articles Supplementary designating the rights and preferences of the Series B Preferred Stock (incorporated by reference to Exhibit 3.1 filed with the Registrant's Amendment No. 1 to the Registration Statement on Form S-11 (Registration No. 333-181172) on May 29, 2012). |
| 3.6 | Bylaws of the Registrant, as amended (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-3, filed on September 1, 2009 (File No. 333-161668) and incorporated herein by reference). |
| 4.1 | Specimen certificate of common stock of Monmouth Real Estate Investment Corporation (incorporated by reference to Exhibit 4.1 to the Form S-3 filed by the Registrant with the Securities and Exchange Commission on September 1, 2009). |
| 4.2 | Specimen certificate representing the Series A Preferred Stock of Monmouth Real Estate Investment Corporation. (incorporated by reference to Exhibit 4.1 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on December 1, 2006). |
| 4.3 | Form of certificate for the Series B Preferred Stock (incorporated by reference to Exhibit 4.3 filed with the Registrant's Amendment No. 1 to the Registration Statement on Form S-11 (Registration No. 333-181172) on May 29, 2012). |