

MONMOUTH REAL ESTATE INVESTMENT CORP

Form 8-K/A

February 29, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) June 14, 2011

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

(Exact name of Registrant as specified in its charter)

MARYLAND                      001-33177                      22-1897375

(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)              File Number)      Identification Number)

3499 Route 9N, Suite 3C, Freehold, NJ 07728

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (732) 577-9996

(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 Instructions A.2. below):

Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 142-12 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))

---

This Form 8-K/A is being filed as an amendment to Current Report on Form 8-K filed on June 14, 2011 (the Original 8-K) by Monmouth Real Estate Investment Corporation (the Company), solely for the purpose of disclosing the determination of the Company's Board of Directors (the Board) with respect to the frequency of shareholder advisory votes on executive compensation. This Form 8-K/A does not amend or modify the Original 8-K in any other respect.

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

(d) Consistent with both the Board's recommendation as set forth in Proposal 4 of the Company's definitive proxy statement for the Company's annual meeting of shareholders held on May 5, 2011 and the voting results with respect to Proposal 4 as disclosed in the Original 8-K, the Board has determined that an advisory vote on the approval of the compensation of the Named Executive Officers will be included in the Company's proxy materials once every three years until the next required vote on the frequency of shareholder votes on executive 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.

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

/s/ Maureen Vecere

MAUREEN VECERE

Chief Financial and Accounting Officer

Date February 29, 2012

