

AMREP CORP.  
Form 8-K/A  
June 19, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**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 17, 2014

**AMREP CORPORATION**

(Exact name of Registrant as specified in its charter)

|                                                |                          |                                   |
|------------------------------------------------|--------------------------|-----------------------------------|
| <b>Oklahoma</b>                                | <b>1-4702</b>            | <b>59-0936128</b>                 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

|                                                             |              |
|-------------------------------------------------------------|--------------|
| <b>300 Alexander Park, Suite 204, Princeton, New Jersey</b> | <b>08540</b> |
| (Address of principal executive offices)                    | (Zip Code)   |

**Registrant's telephone number, including area code:** (609) 716-8200

**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))

**Item 3.02 Unregistered Sales of Equity Securities.**

Reference is made to the Current Report on Form 8-K of AMREP Corporation (the “Company”) filed June 11, 2014, reporting that the Company agreed to issue to Heinrich Bauer (USA) LLC (“Bauer”) shares of common stock, par value \$.10, of the Company pursuant to a settlement agreement. On June 17, 2014, the Company issued to Bauer 825,000 shares of the Company’s common stock following receipt of notification of approval by the New York Stock Exchange of the supplemental listing application therefor. Following such issuance, there are 8,044,454 shares of the Company’s common stock outstanding as of June 17, 2014.

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.

**AMREP Corporation**

Date: June 19, 2014 By: /s/ Christopher V. Vitale  
Name: Christopher V. Vitale  
Title: Vice President, General  
Counsel and  
Secretary