

TEJON RANCH CO
Form 10-K/A
March 29, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 1-7183

TEJON RANCH CO.

(Exact name of Registrant as specified in its Charter)

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Delaware
(State or other jurisdiction of

77-0196136
(IRS Employer

incorporation or organization)

Identification Number)

P.O. Box 1000, Lebec, California 93243

(Address of principal executive office)

Registrant's telephone number, including area code: (661) 248-3000

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|---------------------|---|
| Common Stock | New York Stock Exchange |

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files) Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of registrant's Common Stock, par value \$.50 per share, held by persons other than those who may be deemed to be affiliates of registrant on June 30, 2011 was \$676,984,299 based on the last reported sale price on the New York Stock Exchange as of the close of business on that date.

The number of the Company's outstanding shares of Common Stock on February 25, 2012 was 19,987,559 shares.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 8, 2012 relating to the directors and executive officers of the Company are incorporated by reference into Part III.

EXPLANATORY NOTE

This Form 10-K/A, Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, as filed with the Securities and Exchange Commission on March 12, 2012 (the Original Filing) is being filed solely to furnish Exhibit 99.1 to the Original Filing. Exhibit 99.1 contains the financial statements of Petro Travel Plaza Holdings LLC.

Except for the item described above, no other information in the Original Filing is amended hereby, and this amendment does not reflect events occurring after the Original Filing or modify or update those disclosures affected by subsequent events. Accordingly, this Form 10-K/A should be read in conjunction with the Original Filing and our other filings with the Securities and Exchange Commission.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Documents filed as part of this report:

1. Consolidated Financial Statements:

- 1.1 Report of Independent Registered Public Accounting Firm
- 1.2 Consolidated Balance Sheets December 31, 2011 and 2010
- 1.3 Consolidated Statements of Operations - Years Ended December 31, 2011, 2010 and 2009
- 1.4 Consolidated Statement of Comprehensive Income (Loss) - Years Ended December 31, 2011, 2010, and 2009
- 1.5 Consolidated Statements of Equity - Years Ended December 31, 2011, 2010, and 2009
- 1.6 Consolidated Statements of Cash Flows - Years Ended December 31, 2011, 2010, and 2009
- 1.7 Notes to Consolidated Financial Statements

2. Supplemental Financial Statement Schedules:

None.

3. Exhibits:

- 3.1 Restated Certificate of Incorporation FN 1
- 3.2 By-Laws FN 1
- 4.1 Form of First Additional Investment Right FN 2
- 4.2 Form of Second Additional Investment Right FN 3
- 4.3 Registration and Reimbursement Agreement FN 11
- 10.1 Water Service Contract with Wheeler Ridge-Maricopa Water Storage District (without exhibits), amendments originally filed under Item 11 to Registrant's Annual Report on Form 10-K FN 4
- 10.5 Petro Travel Plaza Operating Agreement FN 5
- 10.6 *Amended and Restated Stock Option Agreement Pursuant to the 1992 Employee Stock Incentive Plan FN 5
- 10.7 *Severance Agreement FN 5
- 10.8 *Director Compensation Plan FN 5
- 10.9 *Amended and Restated Non-Employee Director Stock Incentive Plan FN 16

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|----------|--|-------|
| 10.9(1) | *Stock Option Agreement Pursuant to the Non-Employee Director Stock Incentive Plan | FN 5 |
| 10.10 | *Amended and Restated Stock Incentive Plan | FN 17 |
| 10.10(1) | *Stock Option Agreement Pursuant to the 1998 Stock Incentive Plan | FN 5 |
| 10.11 | *Employment Contract - Robert A. Stine | FN 5 |
| 10.12 | Lease Agreement with Calpine Corp. | FN 6 |
| 10.15 | Form of Securities Purchase Agreement | FN 8 |
| 10.16 | Form of Registration Rights Agreement | FN 9 |
| 10.17 | *2004 Stock Incentive Program | FN 10 |
| 10.18 | *Form of Restricted Stock Agreement | FN 10 |
| 10.19 | *Form of Restricted Stock Unit Agreement | FN 10 |
| 10.23 | Tejon Mountain Village LLC Operating Agreement | FN 12 |
| 10.24 | Tejon Ranch Conservation and Land Use Agreement | FN 13 |
| 10.25 | Second Amended and Restated Limited Liability Agreement of Centennial Founders, LLC | FN 18 |
| 21 | List of Subsidiaries of Registrant | |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm | |
| 31.1 | Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
| 31.2 | Certification as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | |
| 99.1 | Financial Statements of Petro Travel Plaza Holdings LLC | |
| 101.INS | XBRL Instance Document. | |
| 101.SCH | XBRL Taxonomy Extension Schema Document. | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. | |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. | |

* Management contract, compensatory plan or arrangement.

- FN 1 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K for year ended December 31, 1987, is incorporated herein by reference.
- FN 2 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.3 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
- FN 3 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number I-7183) as Exhibit 4.4 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
- FN 4 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K for year ended December 31, 1994, is incorporated herein by reference.

- FN 5 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K, for the period ending December 31, 1997, is incorporated herein by reference.
- FN 6 This document filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 14 to our Annual Report on Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.
- FN 8 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.1 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
- FN 9 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.2 to our Current Report on Form 8-K filed on May 7, 2004, is incorporated herein by reference.
- FN 10 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) under Item 15 to our Annual Report on Form 10-K for the year ended December 31, 2004, is incorporated herein by reference.
- FN 11 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 4.1 to our Current Report on Form 8-K filed on December 20, 2005, is incorporated herein by reference.
- FN 12 This document, filed with the Securities and Exchange Commission in Washington D.C. (file number 1-7183) as Exhibit 10.24 to our Current Report on Form 8-K filed on May 24, 2006, is incorporated herein by reference.
- FN 13 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 10.28 to our Current Report on Form 8-K filed on June 23, 2008, is incorporated herein by reference.
- FN 16 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 10.9 to our Annual Report on form 10-K for the year ended December 31, 2008, is incorporated herein by reference.
- FN 17 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) as Exhibit 10.10 to our Annual Report on form 10-K for the year ended December 31, 2008, is incorporated herein by reference
- FN 18 This document, filed with the Securities and Exchange Commission in Washington, D.C. (file number 1-7183) under Item 5 to our Quarterly Report on Form 10-Q for the period ending June 30, 2009, is incorporated herein by reference.
- (b) Exhibits
The exhibits being filed with this report are attached at the end of this report.
- (c) Financial Statement Schedules - The response to this portion of Item 15 is submitted as a separate section of this report.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TEJON RANCH CO.

Date: March 28, 2012

By: /s/ Allen E. Lyda

Allen E. Lyda

Chief Financial Officer

(Principal Financial and Accounting Officer)