

INVESTORS REAL ESTATE TRUST

Form 8-A12B

August 03, 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

INVESTORS REAL ESTATE TRUST
(Exact name of registrant as specified in its charter)

North Dakota
(State of incorporation or
organization)

45-0311232
(IRS Employer Identification No.)

1400 31st Avenue SW, Suite 60
Post Office Box 1988
Minot, ND
(Address of principal executive offices)

58702-1988
(Zip Code)

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

Name of each exchange on
which
each class is to be
registered

Title of each class to be so registered
7.95% Series B Cumulative Redeemable Preferred Shares (Liquidation Value \$25 Per
Share), no par value per share

New York Stock Exchange

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A.(c), please check the following
box.

If this form relates to the registration
of a class of securities pursuant to
Section 12(g) of the Exchange Act and
is effective pursuant to General
Instruction A.(d), please check the
following box.

Securities Act registration statement file number to which this form relates (if applicable): File No. 333-182451

Securities registered pursuant to Section 12(g) of the Act: None

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

A description of the 7.95% Series B Cumulative Redeemable Preferred Shares, no par value per share (the "Series B Preferred Shares"), to be registered hereunder is contained in the section entitled "Description of the Series B Preferred Shares" in the Registrant's prospectus supplement dated July 31, 2012, as filed with the U.S. Securities and Exchange Commission on August 1, 2012 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, and in the section entitled "Description of Shares of Beneficial Interest" in the accompanying prospectus dated July 12, 2012, which sections are incorporated herein by reference. The Series B Preferred Shares are expected to be listed on the New York Stock Exchange (the "NYSE"). There can be no assurance that the NYSE will approve the Series B Preferred Shares for listing.

Item 2. Exhibits.

Exhibit No. Description

- | | |
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| 3.1 | Declaration of Trust, as amended, of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 filed on June 29, 2012 (File No. 333-182451)). |
| 3.2 | Articles Supplementary to the Declaration of Trust of the Registrant designating the 7.95% Series B Cumulative Redeemable Preferred Shares, no par value per share (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 3, 2012 (File No. 000-14851)). |
| 3.3 | Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 16, 2007 (File No. 000-14851)). |

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.

INVESTORS REAL ESTATE TRUST

Date: ~~August~~

3, Timothy
2012 P.

Mihalick

Name: Timothy P. Mihalick

Title: President and Chief Executive Officer

EXHIBIT INDEX

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