

AMREP CORP.
Form SC 13G
March 12, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.) *

AMREP CORPORATION

(Name of Issuer)

Common Stock, par value \$0.10

(Title of Class of Securities)

032159105

(CUSIP Number)

March 12, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **032159105**

1. Names of Reporting Persons.

John H. Lewis

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares **24,500**

6. Shared Voting Power

Beneficially

owned by **641,339**

- Each 7. Sole Dispositive Power

Reporting

Person **24,500**

8. Shared Dispositive Power

With:

641,339

9. Aggregate Amount Beneficially Owned by Each Reporting Person

665,839

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.3%

12. Type of Reporting Person (See Instructions)

IN

Page 2 of 10 pages

CUSIP No. **032159105**

1. Names of Reporting Persons.

Osmium Partners, LLC

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

owned by **641,339**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With:

641,339

9. Aggregate Amount Beneficially Owned by Each Reporting Person

641,339

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.9%

12. Type of Reporting Person (See Instructions)

IA, OO

Page 3 of 10 pages

CUSIP No. **032159105**

1. Names of Reporting Persons.

Osmium Capital, LP

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

owned by **248,752**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With:

248,752

9. Aggregate Amount Beneficially Owned by Each Reporting Person

248,752

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.5%

12. Type of Reporting Person (See Instructions)

PN

Page 4 of 10 pages

CUSIP No. **032159105**

1. Names of Reporting Persons.

Osmium Capital II, LP

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

owned by **345,858**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With:

345,858

9. Aggregate Amount Beneficially Owned by Each Reporting Person

345,858

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.8%

12. Type of Reporting Person (See Instructions)

PN

Page 5 of 10 pages

CUSIP No. **032159105**

1. Names of Reporting Persons.

Osmium Spartan, LP

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

owned by **46,729**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With:

46,729

9. Aggregate Amount Beneficially Owned by Each Reporting Person

46,729

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person (See Instructions)

PN

Page 6 of 10 pages

CUSIP No. **032159105**

1. Names of Reporting Persons.

Osmium Diamond, LP

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

owned by **0**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

Page 7 of 10 pages

EXPLANATORY NOTE

As of March 12, 2014, the Reporting Persons have determined that they are eligible to re-file on Schedule 13G instead of Schedule 13D and they have elected to do so.

Item 1.

- (a) The name of the issuer is AMREP Corporation (the Issuer).
- (b) The principal executive office of the Issuer is located at 300 Alexander Park, Suite 204, Princeton, New Jersey 08540.

Item 2.

- (a) This statement (this Statement) is being filed by John H. Lewis, the controlling member of Osmium Partners, LLC, a Delaware limited liability company (Osmium Partners), which serves as the general partner of Osmium Capital, LP, a Delaware limited partnership (the Fund), Osmium Capital II, LP, a Delaware limited partnership (Fund II), Osmium Spartan, LP, a Delaware limited partnership (Fund III), and Osmium Diamond, LP, a Delaware limited partnership (Fund IV) (all of the foregoing, collectively, the Filers). The Fund, Fund II, Fund III and Fund IV are private investment vehicles formed for the purpose of investing and trading in a wide variety of securities and financial instruments. The Fund, Fund II, Fund III and Fund IV directly own the common shares reported in this Statement (other than the 24,500 shares owned directly by Mr. Lewis). Mr. Lewis and Osmium Partners may be deemed to share with the Fund, Fund II, Fund III and Fund IV (and not with any third party) voting and dispositive power with respect to such shares. Each Filer disclaims beneficial ownership with respect to any shares other than the shares owned directly by such Filer.
- (b) The Principal Business Office of the Filers is 300 Drakes Landing Road, Suite 172, Greenbrae, CA 94904.
- (c) For citizenship information see Item 4 of the cover sheet of each Filer.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 032159105.

Item 3.

Not applicable.

Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each Filer, and Item 2. The percentage ownership of each Filer is based on 7,195,454 shares of Common Stock outstanding as of December 6, 2013, as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2013 as filed with the SEC on December 16, 2013.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

(a) Not applicable.

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 12, 2014

John H. Lewis

Osmium Partners, LLC

Osmium Capital, LP

Osmium Capital II, LP

Osmium Spartan, LP

Osmium Diamond, LP

By: /s/ John H. Lewis
John H. Lewis, for himself and as

Managing Member of Osmium

Partners, LLC, for itself and as

General Partner of Osmium

Capital, LP, Osmium Capital II,

LP, Osmium Spartan, LP and Osmium
Diamond, LP

EXHIBIT INDEX

Exhibit

No.	Document
1.	Joint Filing Agreement