

INVESTORS REAL ESTATE TRUST

Form 8-K

September 20, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported):

September 18, 2012

INVESTORS REAL ESTATE TRUST

(Exact name of registrant as specified in its charter)

North Dakota                      0-14851                      45-0311232

(State or other jurisdiction (Commission (IRS Employer  
of incorporation)                      File Number) Identification No.)

1400 31<sup>st</sup> Avenue SW, Suite 60

PO Box 1988

Minot, ND 58702

(Address of principal executive offices, including zip code)

(701) 837-4738

(Registrant's telephone number, including area code)

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:

Written communications pursuant to Rule 425 under the Securities Act

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On September 18, 2012, the Company held its 2012 Annual Meeting of Shareholders (the "Annual Meeting"). As of July 20, 2012, the record date for shareholders entitled to vote at the Annual Meeting, there were 91,722,823 common shares of beneficial interest ("Shares") outstanding and entitled to vote at the Annual Meeting. Of the Shares entitled to vote, 68,540,713, or approximately 74.7% of the Shares, were present or represented by proxy at the Annual Meeting, constituting a quorum under the Company's Articles of Amendment and Third Restated Declaration of Trust.

There were three matters presented and voted on at the Annual meeting. Set forth below is a brief description of each matter voted on at the Annual Meeting and the final voting results with respect to each such matter.

Proposal 1 –Election of nine nominees to serve on the Board of Trustees for a one-year term and until their respective successors are duly elected.

| Nominee           | For        | Withheld  | Broker Non-Votes |
|-------------------|------------|-----------|------------------|
|                   |            |           | 29,093,930       |
| Linda Hall Keller | 38,130,023 | 1,316,760 |                  |
| Timothy Mihalick  | 38,630,360 | 816,423   |                  |
| Jeffrey Miller    | 38,364,595 | 1,082,188 |                  |
| John Reed         | 38,664,945 | 781,838   |                  |
| W. David Scott    | 38,176,563 | 1,270,220 |                  |
| Stephen Stenehjem | 38,872,017 | 574,766   |                  |
| John Stewart      | 38,904,782 | 542,001   |                  |
| Thomas Wentz, Jr. | 38,805,710 | 641,073   |                  |
| Jeffrey Woodbury  | 38,151,335 | 1,295,448 |                  |

The shareholders elected all nine of the Company's nominees for trustee.

Proposal 2 –Non-binding advisory resolution on executive compensation.

|            | For        | Against   | Abstain | Broker Non-Votes |
|------------|------------|-----------|---------|------------------|
|            |            |           |         | 29,093,930       |
| Votes Cast | 37,391,792 | 1,554,400 | 500,591 |                  |

Proposal 3 –Ratification of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2013.

|            | For        | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|---------|------------------|
|            |            |         |         | 0                |
| Votes Cast | 67,412,748 | 641,040 | 486,925 |                  |

SIGNATURE

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.

INVESTORS REAL ESTATE TRUST

By: /s/ Timothy P. Mihalick  
 Timothy P. Mihalick  
 President & Chief Executive Officer

Date: September 20, 2012