

INVESTORS REAL ESTATE TRUST

Form 8-K

July 18, 2013

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): July 18, 2013

INVESTORS REAL ESTATE TRUST

(Exact name of Registrant as specified in its charter)

North Dakota

000-14851

45-0311232

(State or Other Jurisdiction

of Incorporation or Organization)

(Commission File Number) (I.R.S. Employer Identification No.)

1400 31st Avenue SW, Suite 60

Post Office Box 1988

Minot, ND 58702-1988

(Address of principal executive offices) (Zip code)

(701) 837-4738

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed from 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:

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 8.01. Other Events.

Investors Real Estate Trust (the "Company") has had an ongoing offering of its common shares of beneficial interest, no par value (the "common shares") pursuant to its Distribution Reinvestment and Share Purchase Plan (the "Plan"), under a shelf registration statement on Form S-3 (File No. 333-182165), filed on June 15, 2012. On June 27, 2013, the Company filed a shelf registration statement on Form S-3 (File No. 333-189637) (the "Registration Statement"), to register an indeterminate number of the Company's common shares, preferred shares and debt securities which may be offered from time to time. On July 18, 2013, the Company filed a prospectus supplement to the Registration Statement to register the issuance and sale of up to 10,000,000 of the Company's common shares issuable in the future to participants in the Plan.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

<u>No.</u>	<u>Description</u>
5.1	Opinion of Leonard, Street and Deinard Professional Association with respect to the legality of the common shares
8.1	Opinion of Hunton & Williams LLP with respect to certain federal income tax matters.
23.1	Consent of Leonard, Street and Deinard Professional Association (included in Exhibit 5.1).
23.2	Consent of Hunton & Williams LLP (included in Exhibit 8.1).

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

Date: July 18, 2013
President & Chief Executive Officer

EXHIBIT INDEX

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