

TEJON RANCH CO
Form SC 13D/A
September 03, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TEJON RANCH CO.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

879080109

(CUSIP Number)

Daniel R. Tisch
c/o TowerView LLC
500 Park Avenue
New York, New York 10022
(212) 935-6655

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 28, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 (the "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).

SCHEDULE 13D

CUSIP No. 879080109

Page 2 of 7 Pages

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(Entities Only)

TowerView LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,948,046

8 NUMBER OF SHARES SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

9 -0- SOLE DISPOSITIVE POWER

10 2,948,046 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,948,046

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.3%

14 TYPE OF REPORTING PERSON (See Instructions)

IV

CUSIP No. 879080109

Page 3 of 7 Pages

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(Entities Only)

DT Four Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

823,105

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

-0-

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

823,105

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

823,105

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14 TYPE OF REPORTING PERSON (See Instructions)

IV

SCHEDULE 13D

CUSIP No. 879080109

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(Entities Only)

Daniel R. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

3,774,344

8 NUMBER OF SHARES SHARED VOTING POWER

BENEFICIALLY OWNED BY

9 -0- SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH

10 3,774,344 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,774,344

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.3%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

The statement on Schedule 13D filed by TowerView LLC (“TowerView”), DT Four Partners, LLC (“DT Four Partners”) and Daniel R. Tisch (collectively, the “Reporting Persons”) with respect to the Common Stock, par value \$.50 per share (the “Common Stock”), of Tejon Ranch Co. (the “Company”) is hereby amended and supplemented as set forth herein, and except as so amended and supplemented remains in full force and effect.

Item 5. Interest in Securities of the Issuer.

On August 28, 2013, the Company distributed to all holders of record of Common Stock on August 21, 2013 Warrants to purchase shares of Common Stock at \$40.00 per share at the rate of 0.14771 Warrants for each share held. The Warrants will expire on August 31, 2016, subject to the Company’s right to accelerate the expiration date under certain circumstances when the Warrants are in-the-money. Assuming that the Warrants received by the Reporting Persons are exercised but no Warrants received by other holders are exercised, the aggregate number and percentage of the outstanding shares of Common Stock (based upon a total of 20,140,872 shares outstanding as of August 1, 2013, as stated in the Company’s Form 10-Q for the quarter ended June 30, 2013) held by each of the Reporting Persons as of the date hereof would be as follows:

Name	No. of Shares	Percentage
TowerView LLC	2,948,046	14.3
DT Four Partners, LLC	823,105	4.0
Daniel R. Tisch	3,193	0.0
Total	3,774,344	18.3

Daniel R. Tisch has power to vote and power to dispose of shares held by TowerView LLC and DT Four Partners, LLC. Accordingly, any shares held by them may be deemed to be beneficially owned by him.

Except for the Warrants distributed as described above and for 777 shares of Common Stock awarded to Daniel R. Tisch on July 9, 2013 for his service as a director of the Company, there were no transactions in the Common Stock by any of the Reporting Persons during the 60 days preceding the filing of this statement.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1. Joint Filing Agreement, dated as of the date hereof, by and among TowerView LLC, DT Four Partners, LLC and Daniel R. Tisch.

SIGNATURE

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

Dated: August 30, 2013

TowerView LLC

By /s/Daniel R.
Tisch
Daniel R. Tisch
General Member

DT Four
Partners, LLC

By /s/Daniel R.
Tisch
Daniel R. Tisch
General Member

/s/Daniel R.
Tisch
Daniel R. Tisch

AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this Amendment No. 1 to the statement on Schedule 13D relating to the Common Stock of Tejon Ranch Co. is being filed with the Securities and Exchange Commission on behalf of each of them.

August 30, 2013

TowerView LLC

By /s/Daniel R.
Tisch
Daniel R. Tisch
General Member

DT Four
Partners, LLC

By /s/Daniel R.
Tisch
Daniel R. Tisch
General Member

/s/Daniel R.
Tisch
Daniel R. Tisch