

BRT REALTY TRUST
Form SC TO-I/A
October 22, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

BRT REALTY TRUST

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

Shares of Beneficial Interest, \$3.00 par value

(Title of Class of Securities)

055645303

(CUSIP Number of Class of Securities)

Simeon Brinberg, Esq.

Secretary

BRT Realty Trust

60 Cutter Mill Road

Great Neck, New York 11021

(516) 466-3100

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(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of filing persons)

Copies to:

Jeffrey A. Baumel, Esq.

Thomas L. Hanley, Esq.

Sonnenschein Nath & Rosenthal LLP

1221 Avenue of the Americas

New York, New York 10020

(212) 768-6700

CALCULATION OF FILING FEE

Transaction Valuation(1)
\$15,750,000

Amount of Filing Fee(2)
\$1,122.98

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- (1) Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended. This calculation assumes the purchase of a total of 2,500,000 shares at the offer price of \$6.30 per share.
 - (2) The amount of the filing fee equals \$71.30 per million dollars of transaction value and is estimated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: \$1,122.98
Form or Registration No.: Schedule TO

Filing Party: BRT Realty Trust
Date Filed: September 22, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4.

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going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed on September 22, 2010 and subsequently amended (Schedule TO) by BRT Realty Trust (BRT or the Trust), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with the Trust's offer to purchase for cash up to 2,500,000 Shares of Beneficial Interest, \$3.00 Par Value (the Shares), from the holders of the Shares, or such lesser number of Shares as is properly tendered and not properly withdrawn, at a price of \$6.30 per Share, net to the seller in cash, less any applicable withholding taxes and without interest (the Offer). The Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 22, 2010, and related Letter of Transmittal, copies of which were filed as exhibits to the Initial Schedule TO.

The information in the Offer to Purchase and related Letter of Transmittal is incorporated in this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. **ADDITIONAL INFORMATION.**

Item 11 of the Schedule TO is hereby amended and supplemented to add at the end thereof the following:

On October 21, 2010, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., New York City time, on October 21, 2010. A copy of the press release is filed as Exhibit (a)(1)(I) to this Schedule TO and is incorporated herein by reference.

Item 12. **EXHIBITS.**

Item 12 of the Schedule TO is hereby amended to add the following exhibit to the exhibit index:

Exhibit (a)(1)(I) Press Release dated October 21, 2010.

SIGNATURE

After due 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.

Date: October 21, 2010

BRT REALTY TRUST

By: /s/ Simeon Brinberg
 Name: Simeon Brinberg
 Title: Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| (a)(1)(A)** | Offer to Purchase dated September 22, 2010. |
| (a)(1)(B)** | Letter of Transmittal. |
| (a)(1)(C)** | Notice of Guaranteed Delivery. |
| (a)(1)(D)** | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(E)** | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. |
| (a)(1)(F)** | Press Release dated September 22, 2010. |
| (a)(1)(G)** | Summary Advertisement. |
| (a)(1)(H)** | Press Release dated October 7, 2010. |
| (a)(1)(I)* | Press Release dated October 21, 2010. |
| (b) | Not Applicable. |
| (d) | Not Applicable. |
| (g) | Not Applicable. |
| (h) | Not Applicable. |

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- * Filed herewith.
 - ** Previously filed.