

American Assets Trust, Inc.  
Form 8-K  
July 11, 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):**

**July 10, 2012**

**American Assets Trust, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File No.)

(I.R.S. Employer  
Identification No.)

11455 El Camino Real, Suite 200

San Diego, California 92130  
(Address of principal executive offices)

(858) 350-2600

92130  
( Zip Code)

Registrant's telephone number, including area code:

Not Applicable

(Former name or former address, if changed since 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 5.07 Submission of Matters to a Vote to Security Holders.**

On July 10, 2012, American Assets Trust, Inc. (the Company) held its Annual Meeting of Stockholders, in which the stockholders voted on proposals as follows:

**Proposal No. 1:** The election of seven directors, each to serve until the next annual meeting of stockholders in 2013 and until his successor is duly elected and qualified.

| Nominee             | Votes For  | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Ernest S. Rady      | 36,636,422 | 498,473        |                  |
| John W. Chamberlain | 36,959,695 | 175,200        |                  |
| Larry E. Finger     | 36,818,833 | 316,062        |                  |
| Alan D. Gold        | 36,959,695 | 175,200        |                  |
| Duane A. Nelles     | 36,814,383 | 320,512        |                  |
| Thomas S. Olinger   | 36,931,069 | 203,826        |                  |
| Robert S. Sullivan  | 36,814,383 | 320,512        |                  |

**Proposal No. 2:** The ratification of the appointment Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2012.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 37,421,428 | 82,999        | 2,907       |                  |

**Proposal No. 3:** An advisory resolution to approve the Company's executive compensation for the fiscal year ended December 31, 2011.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 36,628,738 | 171,559       | 334,598     | 372,439          |

**Proposal No. 4:** An advisory determination of the frequency of the future advisory votes on the Company's executive compensation.

| One Year   | Two Years | Three Years | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|-------------|------------------|
| 35,399,985 | 7,703     | 1,724,298   | 2,909       |                  |

Based on these results, the Company's Board of Directors has determined that the Company will hold an advisory vote on executive compensation every year.

**SIGNATURES**

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.

American Assets Trust, Inc.

By: /s/ Adam Wyll  
Adam Wyll  
Senior Vice President, General Counsel and Secretary

July 10, 2012