

GYRODYNE CO OF AMERICA INC  
Form 8-K  
November 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 AND EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported): November 19, 2012  
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GYRODYNE COMPANY OF AMERICA, INC.  
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(Exact name of Registrant as Specified in its Charter)

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|---|---|---|
| New York<br>(State or other<br>jurisdiction<br>of<br>incorporation) | 000-01684<br>(Commission<br>File<br>Number) | 11-1688021<br>(I.R.S.<br>Employer<br>Identification<br>No.) |
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1 FLOWERFIELD, Suite 24  
ST. JAMES, NEW YORK 11780  
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(Address of principal executive  
offices) (Zip Code)

(631) 584-5400  
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Registrant's telephone number,  
including area code

N/A  
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(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)

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- 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))
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Item 7.01 Regulation FD Disclosure.

On November 19, 2012, Gyrodyne Company of America, Inc. (the “Company”) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing that its board of directors has declared a special cash dividend of \$56,786,644 or \$38.30 per share of common stock, payable on December 14, 2012, to shareholders of record on December 1, 2012 (the “Special Dividend”), and has approved an aggregate payment of \$4,213,000 as required under the terms of the Company’s Incentive Compensation Plan (the “ICP”) to be allocated and paid to individual participants in the ICP.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Document   |
|-------------|--|
| 99.1        | Press release, dated November 19, 2012, announcing declaration of cash dividend. |

Forward-Looking Statement Safe Harbor

The statements made in this Form 8-K that are not historical facts constitute “forward-looking information” within the meaning of the Private Securities Litigation Reform Act of 1995, and Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended, which can be identified by the use of forward-looking terminology such as “may,” “will,” “anticipates,” “expects,” “projects,” “estimates,” “believes,” “seeks,” “could,” “should,” or “continue,” the negative thereof, other variations or comparable terminology as well as statements regarding the evaluation of strategic alternatives. Important factors, including certain risks and uncertainties, with respect to such forward-looking statements that could cause actual results to differ materially from those reflected in such forward-looking statements include, but are not limited to, risks and uncertainties relating to the process of exploring strategic alternatives, the effect of economic and business conditions, including risks inherent in the real estate markets of Suffolk and Westchester Counties in New York, Palm Beach County in Florida and Fairfax County in Virginia, risks and uncertainties relating to developing Gyrodyne’s undeveloped property in St. James, New York and other risks detailed from time to time in Gyrodyne’s SEC reports.

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.

GYRODYNE COMPANY OF AMERICA, INC.

By: /s/ Gary Fitlin

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Gary Fitlin  
Interim President and Chief Executive Officer

Date: November 19, 2012