

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): June 5, 2012

REX AMERICAN RESOURCES CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-09097  
(Commission File No.)

31-1095548  
(IRS Employer Identification No.)

2875 Needmore Road, Dayton, Ohio  
(Address of principal executive offices)

45414  
(Zip Code)

Registrant's telephone number, including area code: (937) 276-3931

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 (see General Instruction A.2. below):

- 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 of Security Holders

The annual meeting of shareholders of REX American Resources Corporation (REX”) was held on June 5, 2012, at which the following matters were submitted to a vote of shareholders:

1. Election of eight directors.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Stuart A. Rose	6,350,107	469,046
Lawrence Tomchin	3,888,925	2,930,228
Robert Davidoff	5,662,600	1,156,553
Edward M. Kress	5,933,958	885,195
Charles A. Elcan	3,650,207	3,168,946
David S. Harris	5,981,727	837,426
Mervyn L. Alphonso	6,424,854	394,299
Lee Fisher	6,424,919	394,234

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.

Date: June 7, 2012

By: REX AMERICAN RESOURCES CORPORATION  
/s/ DOUGLAS L. BRUGGEMAN  
Name: Douglas L. Bruggeman  
Title: Vice President-Finance,  
Chief Financial Officer and Treasurer

---