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Power REIT
Form 8-K
May 24, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
Current Report Pursuant
to Section 13 or 15(d) of the
Securities Exchange Act of 1934

POWER REIT
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

000-54560 45-3116572
(Commission File Number) (I.R.S. Employer Identification No.)

301 Winding Road, Old Bethpage, New York 11804
(Address of Principal Executive Offices) (Zip Code)

(212) 750-0373
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions

Written communications pursuant to Rule 425 under the Securities Act (17 CFT|R 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))

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SECTION 5: CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07 Submission of Matters to a Vote of Shareholders

Power REIT's (the "Trust") 2013 Annual Meeting of shareholders was held on May 21, 2013. For more information on the following proposals, see the company's proxy statement dated April 26, 2013, the relevant portions of which are incorporated herein by reference. Below are the final voting results.

1) Shareholders elected each of the four nominees to the Board of Trustees for a one-year term:

| | FOR | WITHHELD | BROKER NONVOTES |
|------------------------|---------|----------|-----------------|
| David. H. Lesser | 785,041 | 40,283 | 657,752 |
| Virgil E. Wenger | 775,836 | 49,488 | 657,752 |
| William S. Susman | 780,579 | 44,745 | 657,752 |
| Patrick R. Haynes, III | 783,139 | 42,185 | 657,752 |

2) Advisory Vote on Executive Compensation

| FOR | AGAINST | ABSTAIN |
|---------|---------|---------|
| 692,482 | 79,037 | 53,805 |

3) Advisory Vote on the Frequency of Holding Future Advisory Votes on Executive Compensation

| 1 YEAR | 2 YEARS | 3 YEARS | ABSTAIN |
|---------|---------|---------|---------|
| 306,516 | 155,409 | 241,875 | 121,524 |

4) Shareholders ratified Gibbons & Kawash, A.C. as the Trust's independent audit firm for 2013.

| FOR | AGAINST | ABSTAIN |
|-----------|---------|---------|
| 1,421,391 | 32,644 | 29,041 |

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.

Date: May 23, 2013

POWER REIT

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By: /s/ David H. Lesser
Name: David H. Lesser
Title: CEO and Chairman