AMREIT Form 8-K March 16, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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FORM 8-K CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported)
March 15, 2006

 $\begin{array}{c} \text{Commission File Number} \\ \text{0-28378} \end{array}$ 

Amrett

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(Exact name of registrant as specified in its charter)

TEXAS

TEXAS

T6-0410050

(State or other jurisdiction of Incorporation or organization)

8 Greenway Plaza, Suite 1000,
Houston, Texas 77046

(Address of principal executive offices)

[N/A]

(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 communication 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))

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Item 2.02. Results of Operations and Financial Condition

On March 15, 2006 the Company issued a press release announcing its financial results for the year end and fourth quarter ended December, 31 2005. A copy of the press release issued by the Company is attached hereto as Exhibit 99.1. Attached as Exhibit 99.2 to this report is the Supplemental Financial Information which accompanies this press release.

The Company's press release announcing its financial results for its year end and fourth quarter ended December, 31 2005, contains non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with United States generally accepted accounting principles, or GAAP. Pursuant to the requirements of Regulation G, the Company has provided quantitative reconciliations within the press release of the non-GAAP financial measures to the most directly comparable GAAP financial measures.

The press release attached to this Form 8-K as Exhibit 99.1 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that section.

Item 9.01. Financial Statement and Exhibits

Exhibits. The following exhibits are furnished as part of this current report on Form 8-K:

- 99.1 Press release dated March 15, 2006
- 99.2 Supplemental Financial Information

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#### SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AmREIT

By: /s/ Chad C. Braun
----Chad C. Braun,
Chief Financial Officer

Dated: March 15, 2006

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order:none" width="50%">\_\_X\_ Other (specify below)Member of 13D group 5. If Amendment, Date Original Filed(Month/Day/Year)

(Street)

HOUSTON, TXÂ 77046 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

\_\_\_ Form filed by More than One Reporting Person
(City) (State) (Zip)

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial

(Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5)

Direct (D) or Indirect (I)

(I) (Instr. 5)

Common Stock 5,993,653 (1) D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
2. Date Exercisable and (Instr. 4)
2. Date Exercisable and Securities Underlying
3. Title and Amount of Securities Underlying
4. 5. 6. Nature of Indirect Conversion Ownership

Expiration Date Securities Underlying Conversion Ownership Beneficial Ownership

Derivative Security or Exercise Form of (Instr. 5)

(Instr. 4) Price of Derivative

Date Expiration
Exercisable Date Amount or Title Number of Derivative Security:

Derivative Security:
Security Direct (D)
or Indirect

Number of (I)
Shares (Instr. 5)

# **Reporting Owners**

### Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

# **Signatures**

Jeremy Nel, Attorney-in-Fact 02/17/2010

\*\*Signature of Reporting Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares acquired from an affiliate pursuant to an Assignment and Assumption Agreement between the Reporting Person and (1) NTR US Biosystems Holdings Limited ("Biosystems"). The Reporting Person and Biosystems are each wholly owned subsidiaries of NTR plc, which remains an indirect beneficial owner of such shares.

Reporting Owners 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. rowspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">11. Nature of Indirect Beneficial Ownership (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

AMERICAN FINANCIAL GROUP INC ONE EAST FOURTH STREET CINCINNATI, OH 45202

X

### **Signatures**

Karl J. Grafe, Vice President 06/06/2006

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Indirect #1: Great American Insurance Company 100% owned subsidiary of American Financial Group, Inc.

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