

INVESTORS REAL ESTATE TRUST  
Form 15-12B  
December 29, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES  
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-35624

**INVESTORS REAL ESTATE TRUST**

(Exact name of registrant as specified in its charter)

**1400 31st Avenue SW, Suite 60**

**Post Office Box 1988**

**Minot, ND 58702-1988**

**(701) 837-4738**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, no par value per share**

(Title of each class of securities covered by this Form)

**Common Shares of Beneficial Interest, no par value per share and**

**7.95% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, no par value per share**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |   |
|----------------------|---|
| Rule 12g-4(a)(1)     | x |
| Rule 12g-4(a)(2)     | o |
| Rule 12h-3(b)(1)(i)  | x |
| Rule 12h-3(b)(1)(ii) | o |
| Rule 15d-6           | o |
| Rule 15d-22(b)       | o |

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Investors Real Estate Trust has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**INVESTORS REAL ESTATE TRUST**

Date: December 29, 2016

By:

/s/ Timothy P. Mihalick  
Timothy P. Mihalick  
Chief Executive Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 and 15d-22 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (08-11)

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