

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): April 26, 2012

Consolidated-Tomoka Land Co.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of incorporation)

001-11350
(Commission File Number)

59-0483700
(IRS Employer Identification No.)

1530 Cornerstone Boulevard, Suite 100
Daytona Beach, Florida
(Address of principal executive offices)

32117
(Zip Code)

Registrant's telephone number, including area code: **(386) 274-2202**

Not Applicable
(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)

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 8.01. Other Events

On April 26, 2012, Consolidated-Tomoka Land Co. (the “Company”) announced that its board of directors approved a voluntary odd-lot buy back (the “Program”) through which the Company will offer to purchase a maximum of 20,000 shares from shareholders owning fewer than 100 shares of Company common stock, at a fixed per share price of \$31.00. The Program is scheduled to expire on June 30, 2012, but the Company may withdraw the offer at any time. The Company will pay all costs associated with the Program. A copy of the press release issued by the Company concerning the Program is filed with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference in its entirety.

The press release is informational only. It is not a tender or other offer, and it is not a commitment to make a tender or other offer.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1 Press Release dated April 26, 2012.](#)

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: April 26, 2012

Consolidated-Tomoka Land Co.

By: /s/John P. Albright
John P. Albright, President and
Chief Executive Officer

Press Release

Contact: Linda Crisp, Vice President
lcrisp@ctlc.com
Phone: (386) 944-5632
Facsimile: (386) 274-1223

CONSOLIDATED-TOMOKA LAND CO. ANNOUNCES ODD-LOT BUY BACK PROGRAM

**FOR
IMMEDIATE
RELEASE**

Daytona Beach, Florida --- Consolidated-Tomoka Land Co. (NYSE Amex-CTO) today announced that its Board of Directors has approved a voluntary Odd-Lot Buy Back (“Program”). The Company will offer to purchase shares from shareholders who own less than 100 shares of common stock on or before April 26, 2012. This program reflects the Company’s interest in reducing the ongoing costs associated with shareholder recordkeeping and communications and will assist shareholders who may be deterred from selling their small lots of stock due to the costs that would be incurred. The Company will pay all costs associated with the Odd-Lot Buy Back Program and will purchase a maximum of 20,000 shares from all participants in the Program. The Company currently has a large number of odd-lot shareholders resulting from the Company’s spin off from Baker Fentress in 1999.

The Company intends to mail the Odd-Lot Buy Back Program materials to eligible shareholders on or about May 1, 2012. The Company will allow shareholders to sell shares in accordance with the terms of the Program with Registrar and Transfer Company acting as the Program Administrator. The Company will pay a fixed per share price of \$31.00. The Odd-Lot Buy Back Program will expire June 30, 2012. Holders of fewer than 100 shares who elect to accept the offer must sell all of the shares owned by them. The Company does not provide any recommendation regarding shareholder participation and the decision is entirely that of the shareholder as to whether to sell shares in this Odd-Lot Buy Back Program. The Company may withdraw the offer at any time.

Inquiries about this program can be directed to Registrar and Transfer Company, the Program Administrator, 1-800-368-5948.

About Consolidated-Tomoka Land Co.

Consolidated-Tomoka Land Co. is a Florida-based publicly traded real estate company, which owns over 11,000 acres in the Daytona Beach area as well as a portfolio of income properties in diversified markets throughout the United States. Visit our website at www.ctlc.com.

SAFE HARBOR

Certain statements contained in this press release (other than statements of historical fact) are forward-looking statements. The words “believe,” “estimate,” “expect,” “intend,” “anticipate,” “will,” “could,” “may,” “should,” “plan,” “potential,” “predict,” “forecast,” “project,” and similar expressions and variations thereof identify certain of such forward-looking statements, which speak only as of the dates on which they were made. Forward-looking statements are made based upon management’s expectations and beliefs concerning future developments and their potential effect upon the Company. There can be no assurance that future developments will be in accordance with management’s expectations or that the effect of future developments on the Company will be those anticipated by management. The Company wishes to caution readers that the assumptions which form the basis for forward-looking statements include many factors that are beyond the Company’s ability to control or estimate precisely. Information concerning factors that could cause actual results to differ materially from those forward-looking statements is contained from time to time in the Company’s Securities and Exchange Commission filings, including, but not limited to, the Company’s Annual Report on Form 10-K. Copies of each filing may be obtained from the Company or the SEC. While the Company periodically reassesses material trends and uncertainties affecting its results of operations and financial condition, the Company does not intend to review or revise any particular forward-looking statement referenced herein in light of future events.

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