

American Assets Trust, Inc.
Form 8-K
March 11, 2011

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):

March 11, 2011

American Assets Trust, Inc.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File No.)

(I.R.S. Employer
Identification No.)

11455 El Camino Real, Suite 200

San Diego, California 92130
(Address of principal executive offices)

(858) 350-2600

92130
(Zip Code)

Registrant's telephone number, including area code:

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 2.01 Completion of Acquisition or Disposition of Assets.

On March 11, 2011, American Assets Trust, Inc. (the Company), through a subsidiary of the Company's operating partnership, American Assets Trust, L.P., completed the acquisition of 100 SW Main Street, in Portland, Oregon (First & Main) from an unrelated third party, Two Main Development LLC. First & Main is a 364,735 square foot, 16-story, LEED Platinum certified office building.

The purchase price for First & Main, excluding closing costs, credits and prorations, was approximately \$129 million, which the Company funded from proceeds from its initial public offering. Approximately 96% of the total rentable square feet is leased. Major tenants include the U.S. Veterans Benefit Administration, the Internal Revenue Service, Portland Energy Conservation, Inc. and the U.S. Drug Enforcement Administration.

The transaction was structured to accommodate a possible tax deferred exchange pursuant to the provisions of Section 1031 of the Internal Revenue Code of 1986 and applicable state revenue and taxation code sections.

Item 7.01 Regulation FD Disclosure.

On March 11, 2011, the Company issued a press release announcing the acquisition of First & Main. A copy of the press release is attached hereto as Exhibit 99.1. The information contained in Item 7.01 of this Current Report, including Exhibit 99.1, is being furnished and shall not be deemed filed for any purposes, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The financial statements that are required to be filed pursuant to this item will be filed by amendment not later than 71 days after the date on which this initial Form 8-K is required to be filed.

(b) Pro Forma Financial Information

The pro forma financial information that is required to be filed pursuant to this item will be filed by amendment not later than 71 days after the date on which this initial Form 8-K is required to be filed.

(d) Exhibits

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 99.1 | Press Release issued by American Assets Trust, Inc. on March 11, 2011. |

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.

American Assets Trust, Inc.

By: /s/ Adam Wyll

Adam Wyll

Senior Vice President, General Counsel and Secretary

March 11, 2011

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|---------------------------|--|
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