

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders of REX American Resources Corporation (REX") was held on June 5, 2012, at which the following matters were submitted to a vote of shareholders:

1. Election of eight directors.

| Nominee | For | Withheld |
|--------------------|-----------|-----------|
| Stuart A. Rose | 6,350,107 | 469,046 |
| Lawrence Tomchin | 3,888,925 | 2,930,228 |
| Robert Davidoff | 5,662,600 | 1,156,553 |
| Edward M. Kress | 5,933,958 | 885,195 |
| Charles A. Elcan | 3,650,207 | 3,168,946 |
| David S. Harris | 5,981,727 | 837,426 |
| Mervyn L. Alphonso | 6,424,854 | 394,299 |
| Lee Fisher | 6,424,919 | 394,234 |

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.

REX AMERICAN RESOURCES CORPORATION

Date: June 7, 2012 By: /s/ DOUGLAS L. BRUGGEMAN

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| | |
|--------|---|
| Name: | Douglas L. Bruggeman Vice President-Finance, |
| Title: | Chief Financial Officer and Treasurer |
