
**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

September 21, 2010

Date of Report (Date of earliest event reported)

BRT REALTY TRUST

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of
incorporation)

001-07172

(Commission File Number)

13-2755856

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

60 Cutter Mill Road

Great Neck, New York 11021

(Address of principal executive offices, including zip code)

(516) 466-3100

(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 (*see* General Instruction A.2. below):

- 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))
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Item 8.01. Other Events

On September 21, 2010, the Registrant (the "Trust" or "BRT") issued a press release announcing its intention to commence a tender offer on or about September 22, 2010 for up to 2,500,000 shares of beneficial interest at a price per share of \$6.30. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

The Trust has not yet commenced the tender offer. The full details of any tender offer, including complete instructions on how to tender shares, will be included in the offer to purchase, the letter of transmittal and related materials, which will be mailed to BRT shareholders promptly following commencement of the tender offer. The solicitation of offers to sell the Trust's shares of beneficial interest will only be made pursuant to the offer to purchase, the letter of transmittal and related materials. Shareholders should read carefully the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information. Shareholders may obtain free copies, when available, of the offer to purchase, the letter of transmittal and other related materials that will be filed by BRT with the Securities and Exchange Commission at the Commission's website at www.sec.gov. When available, shareholders also may obtain a copy of these documents, free of charge, from the Information Agent retained by BRT in connection with the offer.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is filed herewith:

Exhibit Number	Description
99.1	Press Release dated September 21, 2010.

EXHIBIT INDEX

**Exhibit
Number**
99.1

Description

Press Release dated September 21, 2010.

SIGNATURE

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 thereunto duly authorized.

BRT REALTY TRUST

Dated: September 21, 2010

By: /s/ Simeon Brinberg
Simeon Brinberg
Secretary

EXHIBIT 99.1

BRT REALTY TRUST
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Suite 303
Great Neck, New York 11021
Telephone (516) 466-3100
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www.BRTRealty.com

BRT REALTY TRUST ANNOUNCES INTENTION TO COMMENCE TENDER OFFER TO REPURCHASE UP TO 2,500,000 OF ITS SHARES OF BENEFICIAL INTEREST

Great Neck, New York – September 21, 2010 – BRT REALTY TRUST (NYSE:BRT) today announced that it intends to commence a tender offer on or about September 22, 2010 for up to 2,500,000 shares of beneficial interest at a price per share of \$6.30. The tender offer price represents a 22.3% premium to the \$5.15 per share closing price for BRT's shares of beneficial interest on September 21, 2010.

The number of shares proposed to be purchased in the tender offer represents approximately 17.8% of BRT's currently outstanding shares of beneficial interest. If all 2,500,000 shares are tendered in the offer, the total purchase price to complete the repurchases would be \$15,750,000. The repurchases will be financed from BRT's existing cash resources. As of September 20, 2010, BRT had approximately \$58.1 million of cash and cash equivalents.

Jeffrey A. Gould, President and Chief Executive Officer of BRT, said "We believe that our repurchase is a prudent use of our cash and is consistent with our long-term objective to create shareholder value, and we believe that pursuing a tender offer at this time will benefit BRT's shareholders by providing an efficient mechanism for shareholders who want to obtain liquidity at a premium over recent trading prices and, for our continuing shareholders, an enhanced ability to participate in BRT's future prospects."

Once commenced, the tender offer will be open for at least 20 business days. The tender offer will be subject to a number of terms and conditions, but will not be conditioned on BRT's receipt of financing or any minimum number of shares being tendered. If more than 2,500,000 shares are properly tendered, BRT will have the right, in its discretion, to repurchase shares up to an amount equal to up to an additional 2% of its outstanding shares, or 281,604 additional shares, without amending or extending the tender offer.

The complete terms and conditions of the tender offer will be described in an offer to purchase and letter of transmittal to be filed with the Securities and Exchange Commission and distributed by BRT to shareholders when the tender offer is commenced.

Neither BRT nor its Board of Trustees will make any recommendation to BRT shareholders as to whether to tender or refrain from tendering their shares into the tender offer. Shareholders must decide how many shares they will tender, if any. BRT's executive officers and board members have advised BRT that they do not intend to tender any of their shares in the tender offer.

Important Notice

This press release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any BRT shares. The full details of any tender offer, including complete instructions on how to tender shares, will be included in the offer to purchase, the letter of transmittal and related materials, which will be mailed to BRT shareholders promptly following commencement of the tender offer. Shareholders are urged to read carefully the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information. Shareholders may obtain free copies, when available, of the offer to purchase, the letter of transmittal and other related materials that will be filed by BRT with the Securities and Exchange Commission at the Commission's website at www.sec.gov. When available, shareholders also may obtain a copy of these documents, free of charge, from the Information Agent retained by BRT.

Forward-Looking Statements

All statements contained in this press release, other than statements of historical fact, are forward-looking statements, including statements regarding the proposed tender offer, the anticipated timing of the commencement of the offer, the number of shares BRT expects to repurchase in the offer and the price at which any purchases will be made. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "believe," "expect," "intend," "anticipate," "estimate," "project," or similar expressions or variations thereof. These statements are based on BRT's current plans and expectations and involve risks and uncertainties that could cause actual future events or results to be different than those described in or implied by such forward-looking statements, and include the risk that changes in economic circumstances, business conditions and BRT's stock price may make the proposed tender offer no longer

advisable on the terms described herein, if at all. Investors are cautioned not to place undue reliance on any forward-looking statements.

Contact: Simeon Brinberg or Asher Gaffney - (516) 466-3100