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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): July 15, 2009



**Stratus Properties Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-19989**

(Commission File Number)

**72-1211572**

(IRS Employer Identification Number)

**98 San Jacinto Blvd., Suite 220  
Austin, Texas**

(Address of principal executive offices)

**78701**

(Zip Code)

Registrant's telephone number, including area code: (512) 478-5788

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))
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Item 8.01 Other Events.

On July 15, 2009, Stratus issued a press release announcing the Company's filing with the Securities and Exchange Commission of its Form 10-Q for the quarterly period ended March 31, 2009. A copy of the press release relating to this announcement is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit.

The Exhibit included as part of this Current Report is listed in the attached Exhibit Index.

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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 hereunto duly authorized.

Stratus Properties Inc.

By: /s/ Erin D. Pickens

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Erin D. Pickens  
Senior Vice President and  
Chief Financial Officer  
(authorized signatory and  
Principal Financial Officer)

Date: July 15, 2009

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**Stratus Properties Inc.**  
**Exhibit Index**

**Exhibit  
Number**

[99.1](#) Press Release dated July 15, 2009, titled "Stratus Properties Inc. files Form 10-Q for the quarterly period ended March 31, 2009."

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Stratus Properties Inc.  
98 San Jacinto Blvd. Suite 220  
Austin, Texas 78701

## NEWS RELEASE

NASDAQ Symbol: "STRS"  
**Financial and Media Contact:**  
William H. Armstrong III  
(512) 478-5788

### **STRATUS PROPERTIES INC. FILES FORM 10-Q FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009**

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AUSTIN, TX, July 15, 2009 – Stratus Properties Inc. (NASDAQ: STRS) announced today that on July 15, 2009, the Company filed its Form 10-Q for the quarterly period ended March 31, 2009, (the First-Quarter 2009 Form 10-Q) with the Securities and Exchange Commission (SEC).

Stratus reported a net loss of \$1.7 million, \$0.23 per share, for the first quarter of 2009, compared to a net loss of \$0.2 million, \$0.02 per share, for the first quarter of 2008.

In connection with reporting its financial results for the year ended December 31, 2008, Stratus reviewed its accounting for capitalization of property taxes and determined that the manner in which it had previously accounted for certain property taxes was not in accordance with Statement of Financial Accounting Standards (SFAS) No. 67, "Accounting for Costs and Initial Rental Operations of Real Estate Projects." Following completion of an analysis to quantify the effect of this matter, as well as the matters discussed in Stratus' Form 10-Q for the quarterly period ended September 30, 2008 related to Stratus' accounting for capitalization of interest and its equity in unconsolidated affiliate's income, Stratus has revised previously reported comparative amounts included in its First-Quarter 2009 Form 10-Q to correct for the effect of these items. The after-tax effect of the adjustments decreased Stratus' net income by \$0.2 million, \$0.03 per share, for the three months ended March 31, 2008.

On May 15, 2009, Stratus received a Staff Determination letter from The NASDAQ Stock Market, Inc. (NASDAQ) stating that, in accordance with NASDAQ Marketplace Rule 5250(c)(1), Stratus' common stock is subject to delisting for failure to file its annual report on Form 10-K for the year ended December 31, 2008 (the 2008 Form 10-K), by the May 14, 2009 deadline previously granted by the NASDAQ Listing Qualifications Staff and for failure to timely file its First-Quarter 2009 Form 10-Q by the May 11, 2009 SEC filing deadline. On May 22, 2009, Stratus requested a hearing to appeal NASDAQ's Staff Determination and also requested a further stay on the delisting of its securities, both of which were granted. Stratus was subsequently notified by NASDAQ that the delisting action was stayed pending a hearing before the NASDAQ Listing Qualifications Hearings Panel (the Panel), which was held on June 25, 2009. One day prior to the hearing, on June 24, 2009, Stratus filed its 2008 Form 10-K with the SEC.

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On July 8, 2009, Stratus received a letter from NASDAQ advising Stratus that the Panel had granted Stratus' request for continued listing on NASDAQ subject to certain conditions. The terms of the Panel's decision include a condition that Stratus file its First-Quarter 2009 Form 10-Q by July 24, 2009. With the filing of the First-Quarter 2009 Form 10-Q today, Stratus believes it has complied with the terms of the Panel's decision and has regained compliance with the continued listing requirements set forth in NASDAQ Marketplace Rule 5250(c)(1). Stratus is awaiting such an acknowledgement from NASDAQ.

For additional information regarding Stratus' first-quarter 2009 results and an update of Stratus' development activities, refer to Stratus' First-Quarter 2009 Form 10-Q, which was filed today with the SEC.

Stratus is a diversified real estate company engaged in the acquisition, development, management, operation and sale of commercial, multi-family and residential real estate located primarily in the Austin, Texas area.

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A copy of this release is available on Stratus' web site, [www.stratusproperties.com](http://www.stratusproperties.com).

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