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**Filed by Gyrodyne Company of America, Inc.**  
**Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934**  
**Subject Company: Gyrodyne, LLC**  
**Commission File No.: 333-191820**

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

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Date of Report (Date of earliest event reported): August 25, 2014

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**GYRODYNE COMPANY OF AMERICA, INC.**


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(Exact name of Registrant as Specified in its Charter)

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New York  
 (State or other jurisdiction  
 of incorporation)

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000-01684  
 (Commission File  
 Number)

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11-1688021  
 (I.R.S. Employer  
 Identification No.)

ONE FLOWERFIELD  
 SUITE 24  
 ST. JAMES, NEW YORK 11780

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(Address of principal executive  
 offices) (Zip Code)

(631) 584-5400

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Registrant's telephone number,  
 including area code

N/A

(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))
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**Item 8.01. Other Events.**

On August 25, 2014, Gyrodyne Company of America, Inc. (the "Company") issued a press release announcing that the Company's Special Meeting of Shareholders, originally scheduled for Thursday, August 14, 2014, and previously postponed to Wednesday, August 27, 2014, has been further postponed. The rescheduled special meeting will be held coextensively with the Company's 2014 Annual Meeting of Shareholders, the date and time for which will be announced along with a new record date. A copy of the press release is attached hereto as an exhibit and incorporated in its entirety herein by reference.

**Forward-Looking Statement Safe Harbor**

The statements made in this Form 8-K that are not historical facts that constitute "forward-looking information" within the meaning of the Private Securities Litigation Reform Act of 1995, and Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended, which can be identified by the use of forward-looking terminology such as "may," "will," "anticipates," "expects," "projects," "estimates," "believes," "seeks," "could," "should," or "continue," the negative thereof, other variations or comparable terminology as well as statements regarding the evaluation of strategic alternatives. Important factors, including certain risks and uncertainties, with respect to such forward-looking statements that could cause actual results to differ materially from those reflected in such forward-looking statements include, but are not limited to, risks associated with the Company's ability to implement the tax liquidation, plan of liquidation or the plan of merger, the risk that the proceeds from the sale of the Company's assets may be substantially below the Company's estimates, the risk that the proceeds from the sale of our assets may not be sufficient to satisfy the Company's obligations to its current and future creditors, the risk of shareholder litigation against the tax liquidation, the plan of liquidation or the plan of merger and other unforeseeable expenses related to the proposed liquidation, the tax treatment of condemnation proceeds, the effect of economic and business conditions, including risks inherent in the real estate markets of Suffolk and Westchester Counties in New York, Palm Beach County in Florida and Fairfax County in Virginia, risks and uncertainties relating to developing the Company's undeveloped property in St. James, New York and other risks detailed from time to time in the Company's SEC reports.

**Important Information for Investors and Shareholders**

This communication does not constitute a solicitation of any vote or approval. The plan of merger will be submitted to the Company's shareholders for their consideration and vote at the special meeting, which will be held coextensively with the annual meeting of shareholders, the date and time of which is to be announced. INVESTORS AND SHAREHOLDERS ARE ADVISED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND RELATED DOCUMENTS CAREFULLY AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. The Joint Proxy Statement/Prospectus and other documents containing other important information about the Company and Gyrodyne, LLC filed or furnished to the SEC (when they become available) may be read and copied at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Rooms may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website, [www.sec.gov](http://www.sec.gov), from which any electronic filings made by the Company or Gyrodyne, LLC may be obtained without charge. In addition, investors and shareholders may obtain copies of the documents filed with or furnished to the SEC upon oral or written request without charge. Requests may be made in writing by regular mail by contacting the Company at the following address: One Flowerfield, Suite 24, St. James, NY 11780, Attention: Investor Relations. The Joint Proxy Statement/Prospectus also is available on the Company's web site located at [www.gyrodyne.com](http://www.gyrodyne.com).

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The Company and its directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding the Company's directors and executive officers and their ownership of the Company's common stock is available in the Joint Proxy Statement/Prospectus. Other information regarding the interests of such individuals as well as information regarding the Company's directors and officers is available in the Joint Proxy Statement/Prospectus. These documents can be obtained free of charge from the sources indicated above.

#### 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.

GYRODYNE COMPANY OF AMERICA,  
INC.

By: /s/ Frederick C. Braun III  
Frederick C. Braun III  
President and Chief Executive Officer

Date: August 26, 2014

#### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Gyrodyne Company of America, Inc. on August 25, 2014.

EX-99 2 ex99-1.htm EXHIBIT 99.1

**Exhibit 99.1**

**GYRODYNE COMPANY OF AMERICA, INC. FURTHER POSTPONES SPECIAL MEETING**

*Special Meeting to coincide with 2014 Annual Meeting*

**ST. JAMES, NY – August 25, 2014** – Gyrodyne Company of America, Inc. (NASDAQ: GYRO) (the "Company") today announced that the Company's Special Meeting of Shareholders, originally scheduled for Thursday, August 14, 2014, and previously postponed to Wednesday, August 27, 2014, has been further postponed. The Company now intends to hold the Special Meeting coextensively with the Company's 2014 Annual Meeting of Shareholders, the date and time for which will be will be announced, together with a new record date for shareholders entitled to vote at the Special Meeting, in the next few weeks.

The further postponement of the Special Meeting was necessary because the Company has yet to receive either the majority needed for a quorum or the vote of two-thirds of the outstanding shares of the Company's common stock needed to authorize the previously announced merger transaction, under which the Company and Gyrodyne Special Distribution, LLC will merge into Gyrodyne, LLC.

Frederick C. Braun III, the Company's President and Chief Executive Officer, said "Even though in our board's view the consummation of the merger transaction provides great benefits to our shareholders, it is a very complex transaction. While over 99% of the votes received to date are in favor of the proposal to approve the merger transaction, we simply have not yet received a sufficient number of votes. With many of our shareholders enjoying vacation during the Summer months and with our shareholder base having become far more diversified and numerous than our historical base, we believe shareholders require additional time. Postponement will permit us to continue to communicate with our shareholders and the investment community as to the merits of the merger."

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**CONTACT**

Frederick C. Braun III  
President and CEO

631.584.5400

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### **About Gyrodyne Company of America, Inc.**

Gyrodyne, a real estate investment trust, manages a diversified portfolio of real estate properties comprising office, industrial and service-oriented properties primarily in the New York metropolitan area. Gyrodyne owns a 68 acre site approximately 50 miles east of New York City on the north shore of Long Island, which includes industrial and office buildings and undeveloped property which is the subject of development plans. Gyrodyne also owns medical office buildings in Port Jefferson Station, New York, Cortlandt Manor, New York and Fairfax, Virginia. Gyrodyne is also a limited partner in Callery Judge Grove, L.P., the only assets of which consist of potential future payments upon the achievement of certain development benchmarks by the purchaser in the 2013 sale by the partnership of an undeveloped 3,700 plus acre property in Palm Beach County, Florida. The Company's common stock is traded on the NASDAQ Stock Market under the symbol GYRO. Additional information about Gyrodyne may be found on its web site at [www.gyrodyne.com](http://www.gyrodyne.com).

### **Forward-Looking Statement Safe Harbor**

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