

ARGAN INC  
Form 8-K  
January 31, 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): January 27, 2011**

**ARGAN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-31756**

(Commission File Number)

**13-1947195**

(IRS Employer Identification No.)

**One Church Street, Suite 201, Rockville, MD**

(Address of Principal Executive Offices)

**20850**

(Zip Code)

Registrant's telephone number, including area code: **(301) 315-0027**

**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 2.05. Costs Associated with Exit or Disposal Activities.**

**Item 8.01. Other Events.**

On December 20, 2010, Argan, Inc. (the “Company”) reported a plan to shut down the operations of the nutritional products line of business conducted by its wholly-owned subsidiary, Vitarich Laboratories, Inc. (“Vitarich”) and liquidate Vitarich.

The Company has now received a proposal from a third party to purchase the assets of Vitarich. The Company is actively in discussions with respect to that proposal, but no definitive agreement has been executed. If the Company is unable to sell the assets of Vitarich on acceptable terms and conditions, it will proceed with its plan to shut down and liquidate Vitarich.

**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.

ARGAN, INC.

Date: January 31, 2011

By: /s/ Arthur Trudel

Arthur Trudel  
Senior Vice President and  
Chief Financial Officer