

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 27, 2012**

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**PURE CYCLE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Colorado**  
(State or other jurisdiction  
of incorporation)

**0-8814**  
(Commission  
File Number)

**84-0705083**  
(IRS Employer  
Identification No.)

**1490 Lafayette Street, Suite 203, Denver, CO 80218**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (303) 292-3456**

**N/A**  
(Former name or former address, if changed since last report)

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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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This Current Report on Form 8-K is filed by Pure Cycle Corporation (the “Registrant”), a Colorado corporation, in connection with the matters described herein.

ITEM 8.01 OTHER EVENTS

On February 27, 2012, High Plains A&M, LLC (“High Plains”) filed a lawsuit against the Registrant with the District Court, City and County of Denver, State of Colorado. The Registrant initially reported that High Plains was threatening to initiate such a lawsuit in a Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2012. The lawsuit alleges breaches of representations made in connection with the Asset Purchase Agreement entered into between the Registrant and High Plains on May 10, 2006, related to the purchase of the Registrant’s Arkansas River water and land.

The Registrant believes that the allegations of High Plains are without merit and the Registrant intends to vigorously defend itself against this lawsuit.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 29, 2012

PURE CYCLE CORPORATION

/s/ Mark W. Harding

By: Mark W. Harding,  
President and Chief Financial Officer