

RETAIL PROPERTIES OF AMERICA, INC.

Form 8-K

April 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): April 5, 2012

**RETAIL PROPERTIES OF AMERICA, INC.**

(exact name of registrant as specified in charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**000-51199**  
(Commission

File Number)

**42-1579325**  
(IRS Employer

Identification No.)

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**2901 Butterfield Road, Oak Brook, Illinois**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (630) 218-8000**

**60523**  
(Zip 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))

**Item 7.01 Regulation FD Disclosure**

Attached to this Form 8-K as Exhibits 99.1 and 99.2 are copies of letters from Retail Properties of America, Inc. (the Company) to its stockholders regarding, among other things, the listing of the Company's Class A common stock on the New York Stock Exchange and the redemption of fractional shares of the Company's Class A common stock, Class B-1 common stock, Class B-2 common stock and Class B-3 common stock, which letters will be sent to the Company's stockholders on or about April 5, 2012 and are incorporated in their entirety into this report.

The information in this report, including Exhibits 99.1 and 99.2, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following Exhibits are included with this Report:

99.1 Letter to Stockholders of the Company, dated April 5, 2012.

99.2 Letter to Stockholders of the Company, dated April 5, 2012.

**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, thereunto duly authorized.

**RETAIL PROPERTIES OF AMERICA, INC.**

(Registrant)

By: /s/ Dennis K. Holland  
Dennis K. Holland  
General Counsel and Secretary

Date: April 5, 2012