

INLAND REAL ESTATE CORP  
Form 8-A12B  
October 14, 2014

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR  
(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**INLAND REAL ESTATE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State of Incorporation  
or Organization)

**36-3953261**  
(I.R.S. Employer  
Identification No.)

**2901 Butterfield Road**  
**Oak Brook, Illinois**  
(Address of Principal Executive Offices)

**60523**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**  
6.95% Series B Cumulative Redeemable Preferred  
Stock, \$0.01 par value per share

**Name of Each Exchange on Which  
Each Class is to be Registered**  
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-181164**

Securities to be registered pursuant to Section 12(g) of the Act: **Not Applicable**

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**Item 1. Description of Registrant's Securities to be Registered.**

Inland Real Estate Corporation (the Registrant) hereby incorporates by reference herein the description of its 6.95% Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share, to be registered hereunder, set forth under the section entitled "Description of the Series B Preferred Stock" contained in the Registrant's prospectus supplement, dated October 10, 2014, as filed with the Securities and Exchange Commission on October 14, 2014 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus (the Prospectus), dated October 12, 2012, included in the Registration Statement on Form S-3 (No. 333-181164) of the Registrant, as well as the related information under the heading "Description of Capital Stock - Preferred Stock" in the Prospectus.

**Item 2. Exhibits.**

The following exhibits are filed herewith or are incorporated by reference as indicated below.

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 3.1                   | Fifth Articles of Amendment and Restatement of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K as filed by the Registrant with the Securities and Exchange Commission on August 8, 2013).          |
| 3.2                   | Articles Supplementary to the Fifth Articles of Amendment and Restatement of the Registrant designating the 6.95% Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share.  |
| 3.3                   | Amended and Restated Bylaws of the Registrant effective August 5, 2013 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K as filed by the Registrant with the Securities and Exchange Commission on August 8, 2013). |

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Filed herewith

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 14, 2014

INLAND REAL ESTATE CORPORATION

|        |                                       |
|--------|---------------------------------------|
| By:    | /s/ Mark E. Zalatoris                 |
| Name : | Mark E. Zalatoris                     |
| Title: | President and Chief Executive Officer |

**EXHIBIT INDEX**

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