

RETAIL PROPERTIES OF AMERICA, INC.

Form 8-K

January 14, 2014

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): January 14, 2014

RETAIL PROPERTIES OF AMERICA, INC.

(exact name of registrant as specified in charter)

Maryland
(State or other jurisdiction

of incorporation)

001-35481
(Commission

File Number)

42-1579325
(IRS Employer

Identification No.)

2021 Spring Road, Suite 200, Oak Brook, Illinois
(Address of principal executive offices)

60523
(Zip Code)

Registrant's telephone number, including area code: (630) 634-4200

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 8.01 Other Events

The Board of Directors of Retail Properties of America, Inc. (the Company) has scheduled the Company's 2014 annual meeting of stockholders for May 22, 2014 (the Annual Meeting). Because the date of the Annual Meeting will be more than 30 days before the first anniversary of the date of the Company's 2013 annual meeting of stockholders, the deadlines for stockholders to submit proposals for consideration at the Annual Meeting have changed from the deadlines originally set forth in the Company's proxy statement for its 2013 annual meeting of stockholders.

In particular, any stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, for inclusion in the Company's proxy statement and form of proxy for its Annual Meeting must be received by the Company a reasonable time before the Company begins to print and send its proxy materials for the Annual Meeting and must otherwise comply with the requirements set forth in Rule 14a-8. In light of the Company's anticipated schedule for printing and sending its proxy materials for the Annual Meeting, the Company intends to view February 7, 2014 as the deadline for the submission of stockholder proposals pursuant to Rule 14a-8. Accordingly, the Company intends to view any proposals received after February 7, 2014 as not having been received within the time period set forth in Rule 14a-8.

In order for stockholder proposals to be properly brought before the Annual Meeting, other than stockholder proposals submitted pursuant to Rule 14a-8, the stockholder must give timely notice thereof in writing and in accordance with the requirements set forth in the Company's bylaws to our Secretary not later than 5:00 p.m., Eastern Time, on January 22, 2014. Any proposal submitted outside this timeframe, other than a proposal submitted pursuant to Rule 14a-8, will not be considered timely and will be excluded from consideration at the Annual Meeting.

Proposals and notices of proposals should be mailed to: Retail Properties of America, Inc., 2021 Spring Road, Suite 200, Oak Brook, IL 60523, Attn: Secretary.

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
Executive Vice President, General Counsel and
Secretary

Date: January 14, 2014

f Amendment to the [] [] [] Company's Certificate of Incorporation to Increase the Authorized Common Stock In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting. The proxy will be voted in accordance with the instructions given above. If no instructions are given, this proxy will be voted for those nominees and the proposals listed above. PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD USING THE ENCLOSED ENVELOPE -----

----- To change the address on your account please check [] the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. -----

----- Signature of Stockholder: Date: Signature of Stockholder: Date: -----

----- NOTE: This proxy must be signed exactly as the name appears hereon. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporation name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. -----