

RETAIL PROPERTIES OF AMERICA, INC.  
Form 8-K  
July 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**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)

**July 27, 2012**

**RETAIL PROPERTIES OF AMERICA, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other  
jurisdiction of  
incorporation)

**001-35481**

(Commission File Number)

**42-1579325**

(IRS Employer  
Identification No.)

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

**60523**  
(Zip Code)

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

**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))
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**Item 7.01 Regulation FD Disclosure**

Attached to this Form 8-K as Exhibit 99.1 is a copy of a mailing from Retail Properties of America, Inc. (the Company ) to certain of its stockholders in connection with the recommendation of the Company s Board of Directors (the Board ) that its stockholders reject an unsolicited tender offer for less than 5% of its shares (the Tender Offer ), which mailing the Company will begin to send on or about July 27, 2012 and which mailing is incorporated in its entirety into this report.

On July 27, 2012, the Company issued a press release with respect to the recommendation of the Board that its stockholders reject the Tender Offer. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

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 Stockholder Mailing of Retail Properties of America, Inc.

99.2 Press Release of Retail Properties of America, Inc., dated July 27, 2012

The statements and certain other information contained in this report, which can be identified by the use of forward-looking terminology such as may, will, expect, continue, remains, intend, aim, towards, should, could, future, potential, believes, plans, likely, anticipate, position, and probable, or the negative thereof or variations thereon or comparable terminology, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbors created thereby. These statements should be considered as subject to the many risks and uncertainties that exist in the Company's operations and business environment. Such risks and uncertainties could cause actual results to differ materially from those projected. These uncertainties include, but are not limited to, economic conditions, market demand and pricing, competitive and cost factors, and other risk factors.

**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.

**RETAIL PROPERTIES OF  
AMERICA, INC.**  
(Registrant)

By: */s/ Dennis K. Holland*  
Dennis K. Holland  
Executive Vice President, General  
Counsel and Secretary

Date: July 27, 2012

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| 99.1                      | Stockholder Mailing of Retail Properties of America, Inc.                |
| 99.2                      | Press Release of Retail Properties of America, Inc., dated July 27, 2012 |

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