

RETAIL PROPERTIES OF AMERICA, INC.

Form 8-K

March 16, 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):

**March 13, 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.)

**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**

On March 13, 2012, the board of directors (the Board) of Retail Properties of America, Inc. (the Company) declared the first quarter 2012 distribution of \$0.06625 per share, payable on April 10, 2012, to stockholders of record at the close of business on March 31, 2012. This represents the tenth consecutive quarter-to-quarter increase in distribution rates. Each distribution is determined quarterly by our Board and this distribution is not necessarily indicative of future distributions. If the reverse stock split and phased-in liquidity program that the Company expects to implement in connection with the listing of its common stock on a national securities exchange are completed prior to the record date for this distribution, a proportionate adjustment to the per share distribution amount will be made such that the aggregate distribution amount paid to stockholders is not reduced.

The information in this report 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.

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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, consider, probable, committed, focused, or the negative thereof or other 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.

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**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: March 16, 2012

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