

RETAIL PROPERTIES OF AMERICA, INC.

Form 8-K

June 14, 2013

**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): June 13, 2013

**RETAIL PROPERTIES OF AMERICA, INC.**

(exact name of registrant as specified in charter)

**Maryland**  
(State or other

jurisdiction of

**001-35481**  
(Commission File Number)

**42-1579325**  
(IRS Employer

Identification No.)

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incorporation)

2021 Spring Road, Suite 200, 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 13, 2013, the Board of Directors (the Board) of Retail Properties of America, Inc. (the Company) increased the number of directors comprising the Board from eight to nine and appointed Thomas J. Sargeant, chief financial officer of AvalonBay Communities, Inc., as a Director of the Company to serve until the Company's 2013 annual meeting of stockholders. The Board also appointed Mr. Sargeant to its Audit Committee.

In connection with Mr. Sargeant's appointment to the Board, the Company and Mr. Sargeant entered into an indemnification agreement in substantially the same form as the Company has entered into with each of the Company's existing directors. The indemnification agreement requires, among other matters, that the Company indemnify and advance expenses to Mr. Sargeant to the fullest extent permitted by Maryland law for all expenses and liabilities arising out of any proceeding involving Mr. Sargeant by reason of his service as a member of the Board.

A copy of the press release announcing Mr. Sargeant's appointment is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibit is included with this Report:

99.1 Press Release of Retail Properties of America, Inc. dated June 14, 2013.

**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)

Date: June 14, 2013

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Retail Properties of America, Inc. dated June 14, 2013