
Section 1: 8-K (INLAND REAL ESTATE INCOME TRUST, INC. - FORM 8-K - 1/16/18)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 16, 2018**

INLAND REAL ESTATE INCOME TRUST, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

000-55146

(Commission File Number)

45-3079597

(IRS Employer Identification No.)

**2901 Butterfield Road
Oak Brook, Illinois 60523**

(Address of Principal Executive Offices)

(630) 218-8000

(Registrant's Telephone Number, Including Area Code)

N/A

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Inland Real Estate Income Trust, Inc., a Maryland corporation (the “Company”), filed two amendments to its Second Articles of Amendment and Restatement (the “Amendments”) with the State Department of Assessments and Taxation of Maryland, which effected the Company’s previously announced 1-for-2.5 reverse stock split of its issued and outstanding common stock. The first Amendment converted every 2.5 shares of the Company’s issued and outstanding common stock, \$0.001 par value per share, into one share of the Company’s common stock, \$0.0025 par value per share. The second Amendment reverted the par value of the Company’s issued and outstanding common stock to \$0.001 per share.

The information set forth above does not purport to be complete in scope and is qualified in its entirety by the full text of the Amendments, which are attached to this Current Report as Exhibits 3.1 and 3.2 and incorporated into this Item 5.03 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 3.1 Inland Real Estate Income Trust, Inc. Articles of Amendment (Reverse Stock Split)
- 3.2 Inland Real Estate Income Trust, Inc. Articles of Amendment (Par Value Decrease)

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.

INLAND REAL ESTATE INCOME TRUST, INC.

Date: January 16, 2018

By: /s/ David Z. Lichterman
Name: David Z. Lichterman
Title: Vice President, Treasurer and
Chief Accounting Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Inland Real Estate Income Trust, Inc. Articles of Amendment (Reverse Stock Split)
3.2	Inland Real Estate Income Trust, Inc. Articles of Amendment (Par Value Decrease)

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Section 2: EX-3.1 (INLAND REAL ESTATE INCOME TRUST, INC. - ARTICLES OF AMENDMENT (REVERSE STOCK SPLIT))

Exhibit 3.1

INLAND REAL ESTATE INCOME TRUST, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: The charter (the "Charter") of Inland Real Estate Income Trust, Inc., a Maryland corporation (the "Company"), is hereby amended to provide that, immediately upon the acceptance of these Articles of Amendment for record (the "Effective Time") by the State Department of Assessments and Taxation of Maryland, every 2.5 shares of common stock, \$.001 par value per share, of the Company which were issued and outstanding immediately prior to the Effective Time shall be changed into one issued and outstanding share of common stock, \$.0025 par value per share, of the Company.

SECOND: The amendment to the Charter as set forth above has been duly approved by at least a majority of the entire Board of Directors as required by law. The amendment set forth herein is made without action by the stockholders of the Company, pursuant to Section 2-309(e) of the Maryland General Corporation Law.

THIRD: There has been no increase in the authorized shares of stock of the Company effected by the amendment to the Charter as set forth above.

FOURTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Company and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 16th day of January, 2018.

ATTEST:

INLAND REAL ESTATE INCOME TRUST, INC.

/s/ Cathleen M. Hrtanek

Name: Cathleen M. Hrtanek
Title: Secretary

By: /s/ Mitchell A. Sabshon (SEAL)
Name: Mitchell A. Sabshon
Title: President and
Chief Executive Officer

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Section 3: EX-3.2 (INLAND REAL ESTATE INCOME TRUST, INC. - ARTICLES OF AMENDMENT (PAR VALUE DECREASE))

Exhibit 3.2

INLAND REAL ESTATE INCOME TRUST, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: The charter (the "Charter") of Inland Real Estate Income Trust, Inc., a Maryland corporation (the "Company"), is hereby amended to decrease the par value of the shares of common stock of the Company issued and outstanding immediately prior to the filing of these Articles of Amendment from \$.0025 per share to \$.001 per share.

SECOND: The amendment to the Charter as set forth above has been duly approved by at least a majority of the entire Board of Directors as required by law. The amendment set forth herein is made without action by the stockholders of the Company, pursuant to Section 2-605(a)(2) of the Maryland General Corporation Law.

THIRD: There has been no increase in the authorized shares of stock of the Company effected by the amendment to the Charter as set forth above.

FOURTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Company and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 16th day of January, 2018.

ATTEST:

INLAND REAL ESTATE INCOME TRUST, INC.

/s/ Cathleen M. Hrtanek

Name: Cathleen M. Hrtanek

Title: Secretary

By: /s/ Mitchell A. Sabshon (SEAL)

Name: Mitchell A. Sabshon

Title: President and
Chief Executive Officer

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