
Section 1: S-3DPOS (INLAND RESIDENTIAL PROPERTIES TRUST, INC. - S-3DPOS - 1-16-19)

As filed with the Securities and Exchange Commission on January 16, 2019

Registration No. 333-222504

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INLAND RESIDENTIAL PROPERTIES TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	2901 Butterfield Road Oak Brook, Illinois 60523 (630) 218-8000 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)	80-0966998 (I.R.S. Employer Identification Number)
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**The Corporation Trust, Inc.
351 West Camden Street
Baltimore, Maryland 21201
(410) 539-2837**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael J. Choate, Esq.
Proskauer Rose LLP
Three First National Plaza
70 West Madison
Suite 3800
Chicago, Illinois 60602-4342
(312) 962-3567

Robert H. Baum
Executive Vice President and
General Counsel
The Inland Real Estate Group, LLC
2901 Butterfield Road
Oak Brook, Illinois 60523
(630) 218-8000

(Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [X]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, which was originally filed with the Securities and Exchange Commission on January 11, 2018 (file no. 333-222504) (the “Registration Statement”) to register shares of Class A Common Stock, \$.001 par value per share, Class T Common Stock, \$.001 par value per share, and Class T-3 Common Stock, \$.001 par value per share (together, the “Common Stock”), of Inland Residential Properties Trust, Inc. (the “Company”) in connection with the Company’s Distribution Reinvestment Plan having an aggregate maximum offering price of up to \$925,000,000, is being filed to deregister all of the Common Stock not yet sold.

On September 17, 2018, the Board of Directors of the Company approved the termination of the Company’s Distribution Reinvestment Plan in connection with a plan of liquidation and dissolution of the Company, including the sale of all or substantially all of the assets of the Company and the dissolution of the Company pursuant thereto (the “Plan of Liquidation”). The Plan of Liquidation was approved by the stockholders of the Company on December 18, 2018. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, the Company hereby amends the Registration Statement by deregistering all of the Common Stock that was registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Oak Brook, State of Illinois, on the 16th day of January, 2019. No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933.

INLAND RESIDENTIAL PROPERTIES TRUST, INC.

By: /s/ Mitchell A. Sabshon

Name: Mitchell A. Sabshon

Its: President and Chief Executive Officer