
Section 1: S-8 POS (S-8 POS)

As filed with the Securities and Exchange Commission on November 12, 2019

Registration No. 333-195042

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Post-Effective Amendment No. 1 to:
Form S-8 Registration Statement No. 333-195042

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PACIFIC OAK RESIDENTIAL TRUST, INC.
(formerly known as Reven Housing REIT, Inc.)
(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

84-1306078
(I.R.S. Employer
Identification No.)

c/o Pacific Oak Strategic Opportunity REIT, Inc.
11150 Santa Monica Blvd
Suite 400
Los Angeles, CA 90025
Attention: Keith Hall
Peter McMillan
(Address, including zip code, of principal executive offices)

AMENDED AND RESTATED 2012 INCENTIVE COMPENSATION PLAN
(Full Title of Plan)

Keith Hall
Peter McMillan
c/o Pacific Oak Strategic Opportunity REIT, Inc.
11150 Santa Monica Blvd
Suite 400
Los Angeles, CA 90025
310-432-2102
(Name and Address and Telephone Number, including Area Code, of Agent for Service)

Copies to:
Penny J. Minna
DLA Piper LLP (US)
The Marbury Building
6225 Smith Avenue
Baltimore, MD 21209
(410)580-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting 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"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

DEREGISTRATION OF SECURITIES

Reven Housing REIT, Inc. (now known as Pacific Oak Residential Trust, Inc.), a Maryland corporation (the “Company”), is filing this post-effective amendment to the Registration Statement on Form S-8 (No. 333-195042) (the “Registration Statement”), which was filed with the SEC on April 4, 2014, pertaining to the registration of 33,000,000 shares of the Company’s common stock issuable under the Company’s Amended and Restated 2012 Incentive Compensation Plan (“Plan”) that had been registered for issuance under the Registration Statement that remain unsold thereunder.

Pursuant to the Agreement and Plan of Merger, dated as of August 30, 2019, as amended on September 20, 2019 and October 21, 2019 (as amended, the “Merger Agreement”), by and among the Company, SOR PORT Holdings, LLC, a Maryland limited liability company (“Parent”), and SOR PORT, LLC, a Maryland limited liability company and a wholly owned subsidiary of Parent (“Merger Sub” and, together with the Company and Parent, the “Parties”), on November 4, 2019 (the “Closing Date”), Merger Sub merged with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly-owned subsidiary of Parent, an indirect, wholly-owned subsidiary of KBS Strategic Opportunity REIT, Inc., a Maryland corporation (now known as Pacific Oak Strategic Opportunity REIT, Inc., “SOR”).

In connection with the consummation of the Merger, the Company is terminating all offers and sales of its securities registered pursuant to its existing registration statement under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with undertakings made by the Company to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Company hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.
