

INCOME OPPORTUNITY REALTY INVESTORS INC /TX/

Form 8-K

December 15, 2017

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

Date of Report (Date of earliest event reported): **December 13, 2017**

INCOME OPPORTUNITY REALTY INVESTORS, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other

001-14784 75-2615944

(Commission(I.R.S. Employer

jurisdiction of incorporation) File No.) Identification No.)

1603 LBJ Freeway, Suite 800

75234

Dallas, Texas

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **469-522-4200**

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))

Section 5 - Corporate Governance and Management**Item 5.07 - Submission of Matters to the Vote of Security Holders**

On December 13, 2017, the Annual Meeting of Stockholders of Income Opportunity Realty Investors, Inc. (“IOT” or the “Issuer” or the “Registrant”) was held, following a solicitation of proxies, pursuant to a Notice of Annual Meeting and related Proxy Statement, dated November 13, 2017, distributed in accordance with the requirements of Regulation 14A under the Securities Exchange Act of 1934, as amended. On the record date of November 10, 2017, a total of 4,168,214 shares of Common Stock were outstanding, with each share entitled to cast one vote.

At the Annual Meeting, which involved the election of directors, the following named persons received the number of votes cast for, against, or withheld, as well as the number of abstention and broker non-votes:

Name	No. of Votes %		No. of Votes Withheld	No. of Votes Abstained	Broker Non-Votes
	For	For			
Henry A. Butler	3,676,046	88.19%	9,196	-	240,531
Robert A. Jakuszcwski	3,683,539	88.37%	1,703	-	240,531
Ted R. Munselle	3,675,938	88.19%	9,304	-	240,531
Raymond D. Roberts, Sr.	3,675,848	88.19%	9,394		240,531

All of the nominees named above, each of which is currently a director of the Registrant, were elected at such Annual Meeting.

The only other matter presented at the Annual Meeting was the ratification of the appointment of Swalm & Associates, P.C. as the independent registered public accounting firm for the Registrant for the fiscal year ending December 31, 2017, and any interim period. A total of 3,918,268 votes were cast FOR, 312 votes were cast AGAINST, and 7,193 votes ABSTAINED from voting with respect to such proposal. There were no broker non-votes.

The Annual Meeting of the Board of Directors was held on the following day, December 14, 2017. At such meeting, Henry A. Butler was reelected Chairman of the Board.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 15, 2017

INCOME OPPORTUNITY REALTY
INVESTORS, INC.

By: /s/ Gene S. Bertcher

Gene S. Bertcher, Executive Vice

President and Chief Financial Officer

