

RETAIL PROPERTIES OF AMERICA, INC.
Form DEFA14A
August 01, 2012

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Retail Properties of America, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

IMPORTANT INFORMATION REGARDING VOTING YOUR ACCOUNTS

With the listing of the Class A shares of common stock of Retail Properties of America, Inc. (RPAI), formerly Inland Western Retail Real Estate Trust, Inc., on the New York Stock Exchange (NYSE), many stockholders have moved shares of RPAI into a brokerage account.

Please be aware that the enclosed proxy card relates only to those shares which you continue to hold directly in your name. If you own any additional shares that are held by a bank or broker, you will receive a separate proxy mailing from your bank or broker relating to the RPAI shares you hold in a brokerage account.

We urge you to sign and return the enclosed proxy card plus any proxy voting forms that you may receive from your bank or broker with respect to RPAI shares held in a brokerage account in order to ensure that ALL of your shares of RPAI will be represented at the 2012 Annual Meeting of Stockholders on October 9, 2012. Your vote is very important. Please promptly mark, sign, date and return the enclosed proxy card in the enclosed envelope or you may vote by telephone or internet by following the instructions shown on the enclosed proxy card. If you have any questions regarding voting your shares, please contact our proxy solicitor, Morrow & Co., LLC at (800) 573-4804. Thank you for your continued support of RPAI.

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