

Grimes Steven P
Form 4
January 08, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grimes Steven P

2. Issuer Name **and** Ticker or Trading
Symbol
RETAIL PROPERTIES OF
AMERICA, INC. [RPAI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2021 SPRING ROAD, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2018

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO, Treasurer

OAK BROOK, IL 60523

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	01/04/2018		F		3,447 ⁽¹⁾	D \$ 13.01	413,820 D
Class A Common Stock	01/04/2018		F		2,855 ⁽²⁾	D \$ 13.01	410,965 D
Class A Common Stock	01/04/2018		F		4,255 ⁽³⁾	D \$ 13.01	406,710 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grimes Steven P 2021 SPRING ROAD, SUITE 200 OAK BROOK, IL 60523	X		President, CEO, Treasurer	

Signatures

/s/ Paula C. Maggio,
Attorney-in-Fact

01/08/2018

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares retained by the Issuer to satisfy withholding obligations on 9,167 shares of restricted stock granted to the reporting person on May 29, 2015.
- (2) Represents shares retained by the Issuer to satisfy withholding obligations on 8,876 shares of restricted stock granted to the reporting person on February 19, 2016.
- (3) Represents shares retained by the Issuer to satisfy withholding obligations on 13,173 shares of restricted stock granted to the reporting person on January 3, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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