

INLAND REAL ESTATE CORP
Form 8-K
November 16, 2012

**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 of 1934

Date of Report (Date of earliest event reported): **November 16, 2012**

INLAND REAL ESTATE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation)

001-32185
(Commission File Number)

36-3953261
(IRS Employer Identification No.)

2901 Butterfield Road
Oak Brook, Illinois 60523
(Address of Principal Executive Offices)

(630) 218-8000
(Registrant's Telephone Number, Including Area Code)

N/A

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(Former Name or Former Address, if Changed Since Last Report)

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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On November 16, 2012, Inland Real Estate Corporation (the Company) entered into a sales agency agreement (the Sales Agency Agreement) with BMO Capital Markets Corp. (BMO), Jefferies & Company, Inc. (Jefferies) and KeyBanc Capital Markets Inc. (KBCM). Each of BMO, Jefferies and KBCM is referred to in this Current Report on Form 8-K as an Agent and collectively they are referred to as the Agents. The Sales Agency Agreement provides that the Company may offer and sell shares of its common stock (the Shares) having an aggregate offering price of up to \$150,000,000 from time to time through the Agents, acting as sales agents. Offers and sales of the Shares, if any, may be made in privately negotiated transactions (if the Company and the Agents have so agreed in writing) or by any other method deemed to be an offering as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the New York Stock Exchange or to or through a market maker or through an electronic communications network. Each Agent is entitled to compensation of 1.5% of the actual sale execution price of each Share sold by such Agent on the New York Stock Exchange in the case of ordinary brokers transactions or the price as otherwise agreed by the parties with respect to other methods of sale. In the ordinary course of business, each of the Sales Agents or their affiliates have provided, and may in the future provide, investment banking, commercial banking, corporate trust services and other services for the Company from time to time for which they have received, and will in the future receive, customary fees and reimbursement of expenses. On August 21, 2012, affiliates of BMO and KBCM, among other lenders, entered into agreements with the Company to provide to the Company a \$175,000,000 unsecured term loan and a revolving credit facility of up to \$175,000,000. The Sales Agency Agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Venable LLP with respect to the legality of the shares.
8.1	Opinion of Shefsky & Froelich Ltd. with respect to tax matters.
10.1	Sales Agency Agreement, dated November 16, 2012, by and between Inland Real Estate Corporation and BMO Capital Markets Corp., Jefferies & Company, Inc. and KeyBanc Capital Markets Inc.
23.1	Consent of Venable LLP (included in Exhibit 5.1 to this report on Form 8-K).
23.2	Consent of Shefsky & Froelich Ltd. (included in Exhibit 8.1 to this report on Form 8-K).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 16, 2012

INLAND REAL ESTATE CORPORATION

By:	<i>/s/ Mark E. Zalatoris</i>
Name:	Mark E. Zalatoris
Title	President and Chief Executive Officer

EXHIBIT INDEX

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