

INCOME OPPORTUNITY REALTY INVESTORS INC /TX/

Form 8-K

April 03, 2006

**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): 03/31/2006

Income Opportunity Realty Investors, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-14784

Nevada
(State or other jurisdiction of
incorporation)

75-2615944
(IRS Employer
Identification No.)

1755 Wittington Place, Suite 340
Dallas, Texas 75234
(Address of principal executive offices, including zip code)

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

(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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Information to be included in the report

Item 2.02. Results of Operations and Financial Condition

Section 2 B Financial Information

Item 2.02. Results of Operations and Financial Condition

On March 31, 2006, Income Opportunity Realty Investors, Inc. ("IOT" or the "Company") announced its operational results for the year ended December 31, 2005. A copy of the announcement is attached as Exhibit "99.1."

The information furnished pursuant to Item 2.02 in this Form 8-K, including Exhibit "99.1" attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. We undertake no duty or obligation to publicly-update or revise the information furnished pursuant to Item 2.02 of this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

Section 9 B Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

The following exhibit is furnished with this Report:

Exhibit Designation

Description of Exhibit

99.1*

Earnings Release dated March 31, 2006.

*Furnished herewith.

Signature(s)

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.

Income Opportunity Realty Investors, Inc.

Date: March 31, 2006

By: /s/ Steven A. Abney

Steven A. Abney

Executive Vice President and Chief Financial Officer (Principal
Financial and Accounting Officer and Acting Principal
Executive Officer)

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---------------------------|
| EX-99. | IORI Exhibit 99.1 |