

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 7, 2022**

INCOME OPPORTUNITY REALTY INVESTORS, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada

001-14784

75-2615944

(State or other jurisdiction of incorporation)

(Commission File No.)

(I.R.S. Employer Identification No.)

1603 LBJ Freeway, Suite 800
Dallas, Texas

75234

(Address of principal executive offices)

(Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol | Name of Each Exchange on which Registered |
|--------------------------------|----------------|---|
| Common Stock, par value \$0.01 | IOR | NYSE American |

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 - Submission of Matters to the Vote of Security Holders

On December 7, 2022, the Annual Meeting of Stockholders of Income Opportunity Realty Investors, Inc. (“**IOR**” 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 7, 2022, distributed in accordance with the requirements of Regulation 14A under the Securities Exchange Act of 1934, as amended. On the record date of November 4, 2022, a total of 4,168,214 shares of Common Stock were outstanding, with each share entitled to cast one vote.

At the meeting, proxies representing at least 3,972,412 shares (95.3% of the outstanding) appeared and were cast, thereby establishing a quorum present in person or by proxy. It was noted that, of the 4,168,214 outstanding shares of Common Stock, approximately 74% of the shares are held in DTC/CEDE accounts.

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 For | Of Shares Voted, % For | No. of Votes Withheld | No. of Votes Abstained | Broker Non-Votes |
|-------------------------|-------------------------|-------------------------------|------------------------------|-------------------------------|-------------------------|
| Henry A. Butler | 3,689,561 | 92.79% | 109,632 | - | 173,219 |
| Robert A. Jakuszewski | 3,676,987 | 92.47% | 122,206 | - | 173,219 |
| Ted R. Munselle | 3,687,808 | 92.74% | 144,385 | - | 173,219 |
| Raymond D. Roberts, Sr. | 3,685,611 | 92.69% | 113,582 | - | 173,219 |

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, 2022, and any interim period. A total of 3,882,957 votes were cast FOR, 79,987 votes were cast AGAINST, and 9,468 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 8, 2022. 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 12, 2022

INCOME OPPORTUNITY REALTY
INVESTORS, INC.

By: /s/ Erik L. Johnson

Erik L. Johnson
Executive Vice President
and Chief Financial Officer