
**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 28, 2023

**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.

Section 8. Other Events.

Item 8.01 Other Events.

At its Annual Meeting of Stockholders held on December 13, 2023, the Stockholders of Income Opportunity Realty Investors, Inc., a Nevada Corporation (“IOR” or the “Issuer”) approved the text of an amendment to Article TENTH, Subpart C of the Articles of Incorporation of IOR. On December 28, 2023, a Certificate of Amendment was filed with the Secretary of State of Nevada, a file stamped copy of which is attached hereto as an Exhibit.

Section 9. Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

The following exhibit is furnished with this Report:

Exhibit Designation	Description of Exhibit
3.5*	<u>Certificate of Amendment to the Articles of Incorporation of Income Opportunity Realty Investors, Inc. filed December 28, 2023, which amends Article TENTH, Subpart C.</u>

* Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant is duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 24, 2024.

INCOME OPPORTUNITY REALTY
INVESTORS, INC.

By: /s/ Erik L. Johnson

Erik L. Johnson, Executive Vice
President and Chief Financial Officer
