
**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 7, 2024

Income Opportunity Realty Investors, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| Nevada (State or other jurisdiction of Incorporation or organization) | 001-14784 (Commission File Number) | 75-2615944 (IRS Employer Identification Number) |
| 1603 LBJ Freeway, (Address of principal executive offices) | Suite 800 Dallas TX | 75234 (Zip Code) |
| | (469) 522-4200 Registrant's Telephone Number, including area code | |

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 Securities Act (17 CFR 230.425)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Securities Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities Act (17 CFR 240.13e-4(c))

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

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|--------------------------|--|
| Common Stock | IOR | NYSE |

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 ((17 CFR 230.405 of or Rule 12b-2 of the Securities Act of 1934 (17 CFR 230.405):

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 2 – Financial Information

Item 2.02. Results of Operations and Financial Condition

On November 7, 2024, Income Opportunity Realty Investors, Inc. (“IOR” or the “Company”) announced its operational results for the quarter ended September 30, 2024. 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.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is furnished with this Report:

| <u>Exhibit No.</u> | <u>Description</u> | |
|--------------------|---------------------|------------------|
| 99.1* | Press release dated | November 7, 2024 |

* Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INCOME OPPORTUNITY REALTY INVESTORS, INC.

Dated: November 7, 2024

By: /s/ ERIK L. JOHNSON

Erik L. Johnson

President and Chief Executive Officer

NEWS RELEASE

FOR IMMEDIATE RELEASE

Contact:

Income Opportunity Realty Investors, Inc. Investor Relations

**Erik Johnson (469) 522-4200
investor.relations@incomeopp-invest.com**

Income Opportunity Realty Investors, Inc. reports Earnings for Quarter Ended September 30, 2024

DALLAS (November 7, 2024) -- Income Opportunity Realty Investors, Inc. (NYSE American:IOR) is reporting its results of operations for the quarter ended September 30, 2024. For the three months ended September 30, 2024, we reported net income attributable to common shares of \$1.2 million or \$0.29 per diluted share compared to a net income of \$1.6 million or \$0.39 per share for the same period in 2023. Our decrease in net income is attributable to a decrease in interest income offset in part by a decrease in advisory fees.

About Income Opportunity Realty Investors, Inc.

Income Opportunity Realty Investors, Inc., a Dallas-based real estate investment company, currently holds a portfolio of notes receivable. The Company invests in real estate through direct equity ownership and partnerships. For more information, visit the Company's website at www.incomeopp-realty.com.

INCOME OPPORTUNITY REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share amounts)
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|------------------|--------------------------|------------------|
| | September 30, | | September 30, | |
| | 2024 | 2023 | 2024 | 2023 |
| Revenues: | | | | |
| Other income | \$ — | \$ — | \$ — | \$ — |
| Expenses: | | | | |
| General and administrative | 71 | 91 | 230 | 385 |
| Advisory fee to related party | 26 | 346 | 76 | 1,045 |
| Total operating expenses | 97 | 437 | 306 | 1,430 |
| Net operating loss | (97) | (437) | (306) | (1,430) |
| Interest income from related parties | 1,614 | 2,516 | 4,785 | 7,160 |
| Income tax provision | (319) | (436) | (941) | (1,203) |
| Net income | <u>\$ 1,198</u> | <u>\$ 1,643</u> | <u>\$ 3,538</u> | <u>\$ 4,527</u> |
| Earnings per share | | | | |
| Basic and diluted | <u>\$ 0.29</u> | <u>\$ 0.39</u> | <u>\$ 0.87</u> | <u>\$ 1.09</u> |
| Weighted average common shares used in computing earnings per share | | | | |
| Basic and diluted | <u>4,070,327</u> | <u>4,168,414</u> | <u>4,085,134</u> | <u>4,168,414</u> |