





Section 5 - Corporate Governance and Management

Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On October 25, 2011, the Board of Directors of Income Opportunity Realty Investors, Inc. (the “Company” or the “Issuer” or the “Registrant”) elected Sharon Hunt, age 68, as a Director to fill a vacancy on the Board of Directors created by the resignation of Martha Stephens. Ms. Hunt is currently retired and is a licensed realtor in the Dallas, Texas area. Also, on October 25, 2011, Ms. Hunt was elected as a member of the Audit Committee, Nominating and Governance Committee and Compensation Committee of the Board of Directors of the Company. On October 25, 2011, Ms. Hunt was elected as a member of the Board of Directors of American Realty Investors, Inc., a Nevada corporation (“ARL”) and Transcontinental Realty Investors, Inc., a Nevada corporation (“TCI”), each of which has its Common Stock listed and traded on the New York Stock Exchange (“NYSE”).

With the election of Ms. Hunt to the Board of Directors of the Company and as the third member of the Audit Committee of the Board of Directors, the Company has a majority of independent directors and at least three individuals who are independent directors who constitute the Audit Committee, the Compensation Committee and the Governance and Nominating Committee of the Board of Directors.

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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: October 26, 2011

INCOME OPPORTUNITY REALTY  
INVESTORS, INC.

By: /s/ Gene S. Bertcher  
Gene S. Bertcher, Executive Vice  
President  
and Chief Financial Officer

