

INLAND REAL ESTATE CORP  
Form S-8 POS  
March 31, 2016

As filed with the Securities and Exchange Commission on March 30, 2016

Registration No. 333-76793

Registration No. 333-128624

Registration No. 333-203724

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Post-Effective Amendment No. 1 To:

Form S-8 Registration Statement No. 333-76793

Form S-8 Registration Statement No. 333-128624

Form S-8 Registration Statement No. 333-203724

**Form S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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## **IRC Retail Centers Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**36-3953261**  
(I.R.S. Employer  
Identification No.)

**814 Commerce Drive, Suite 300**

**Oak Brook, Illinois 60523**

**(888) 331-4732**

(Address, Including Zip Code, of Principal Executive Offices)

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### **Amended and Restated Inland Real Estate Corporation Independent Director Stock Option Plan**

**2005 Equity Award Plan**

**2014 Equity Award Plan**

(Full Title of the Plan)

**Mark E. Zalatoris**

**President and Chief Executive Officer**

**814 Commerce Drive, Suite 300**

**Oak Brook, Illinois 60523**

**(888) 331-4732**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**with a copy to:**

**Michael J. Choate, Esq.**

Proskauer Rose LLP

70 West Madison

Chicago, Illinois 60602-4342

(312) 962-3567

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**DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments relate to the following registration statements (each, a Registration Statement, and collectively, the Registration Statements ) filed by Inland Real Estate Corporation, a Maryland corporation (now known as IRC Retail Centers Inc., the Company ) with the Securities and Exchange Commission ( SEC ):

- Registration Statement on Form S-8 (File No. 333-76793), which was filed with the SEC on April 22, 1999;
- Registration Statement on Form S-8 (File No. 333-128624), which was filed with the SEC on September 27, 2005; and
- Registration Statement on Form S-8 (File No. 333-203724), which was filed with the SEC on April 29, 2015.

On March 30, 2016, pursuant to the terms of the Agreement and Plan of Merger, dated as of December 14, 2015, among the Company, DRA Growth and Income Fund VIII LLC, a Delaware limited liability company ( Parent ), DRA Growth and Income Fund VIII (A), LLC, a Delaware limited liability company (together with Parent, Parent Parties ), and Midwest Retail Acquisition Corp., a Maryland corporation and an indirect wholly owned subsidiary of the Parent Parties ( Merger Sub ), Merger Sub merged with and into the Company, with the Company continuing as the surviving company in the merger (the Merger ). In connection with the Merger, the Company changed its corporate name from Inland Real Estate Corporation to IRC Retail Centers Inc.

As a result of the Merger, any and all offerings of securities registered pursuant to the Registration Statements have been terminated. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statements that remain unsold at the termination of the offerings, the Company hereby removes from registration all securities registered under the Registration Statements but unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oak Brook, State of Illinois, on March 30, 2016.

**IRC Retail Centers Inc.**

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By: /s/ Mark E. Zalatoris  
Name: Mark E. Zalatoris  
Title: President and Chief Executive Officer

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