

INLAND WESTERN RETAIL REAL ESTATE TRUST INC

Form 8-K/A

January 27, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**October 11, 2011**

**INLAND WESTERN RETAIL REAL ESTATE TRUST, INC.**

(Exact name of registrant as specified in charter)

**Maryland**

(State or other  
jurisdiction of  
incorporation)

**000-51199**

(Commission File Number)

**42-1579325**

(IRS Employer  
Identification No.)

**2901 Butterfield Road, Oak Brook, Illinois**

(Address of principal executive offices)

**60523**

(Zip Code)

Registrant's telephone number, including area code: **(630) 218-8000**

**Not Applicable**

(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 (*see* General Instruction A.2. below):

- 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))
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### **Explanatory Note**

Inland Western Retail Real Estate Trust, Inc. (the Company) is filing this Amendment No. 1 to its Current Report on Form 8-K filed on October 11, 2011, for the sole purpose of disclosing the Company's decision regarding the frequency with which it will include an advisory vote on executive compensation in future annual meeting proxy materials. No other changes have been made to the Current Report on Form 8-K filed on October 11, 2011.

#### **Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Company's annual meeting of stockholders held on October 11, 2011, the Company's stockholders voted, on an advisory basis and consistent with the recommendation of the Company's Board of Directors, in favor of holding advisory votes on named executive officer compensation every year. In light of these results, the Company has determined to hold an advisory vote on named executive officer compensation every year until the next advisory vote on the frequency of future votes on named executive officer compensation.

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The statements and certain other information contained in this report, which can be identified by the use of forward-looking terminology such as may, will, expect, continue, remains, intend, aim, towards, should, could, future, potential, believes, plans, likely, anticipate, position, and probable, or the negative thereof or variations thereon or comparable terminology, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbors created thereby. These statements should be considered as subject to the many risks and uncertainties that exist in the Company's operations and business environment. Such risks and uncertainties could cause actual results to differ materially from those projected. These uncertainties include, but are not limited to, economic conditions, market demand and pricing, competitive and cost factors, and other risk factors.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INLAND WESTERN RETAIL REAL  
ESTATE TRUST, INC.**  
(Registrant)

By: /s/ Dennis K. Holland  
Dennis K. Holland  
Executive Vice President,  
General Counsel and Secretary

Date: January 27, 2012