

**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 25, 2015**

ACRE REALTY INVESTORS INC.
(Exact name of registrant as specified in its charter)

Georgia

(State or Other Jurisdiction of Incorporation)

001-13183

(Commission File Number)

58-2122873

(IRS Employer Identification No.)

**c/o Avenue Capital Group
399 Park Avenue, 6th Floor
New York, New York**

(Address of Principal Executive Offices)

10022

(Zip Code)

212-878-3504

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

Item 7.01 Regulation FD Disclosure.

On November 25, 2015, the Company commenced mailing a letter to holders (“unitholders”) of the units of limited partnership interests (“OP units”) in ACRE Realty LP, the Company’s operating partnership (the “Partnership”) advising the unitholders that the shelf registration statement on Form S-3 (Registration No. 333-82453) pursuant to which the Company registered shares of the Company’s common stock, par value \$0.01 per share, issuable to unitholders upon redemption of their OP units (the “S-3 Registration Statement”) will be available for use in connection with OP unit redemption requests under the Partnership’s agreement of limited partnership from December 1, 2015 until February 12, 2016, and again when the Company files its Annual Report on Form 10-K for the 2015 fiscal year with the SEC, which the Company expects to occur during the last two weeks of March 2016. A copy of the letter is included as an exhibit to this Current Report on Form 8-K and is incorporated by reference herein.

The information in Item 7.01 of this Current Report on Form 8-K shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, the information in Item 7.01 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Exhibit

99.1 Letter to Limited Partners of ACRE Realty LP dated November 25, 2015.

Signatures

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

ACRE REALTY INVESTORS INC.

Dated: November 25, 2015

By: /s/ Gregory I. Simon
Gregory I. Simon
Executive Vice President,
General Counsel and Secretary

ACRE REALTY INVESTORS INC.
399 Park Avenue, 6th Floor
New York, New York 10022

November 25, 2015

To the Limited Partners of ACRE Realty LP
(f/k/a Roberts Properties Residential, L.P.)

Dear Partners:

This letter relates to the shelf registration statement on Form S-3 (Registration No. 333-82453) pursuant to which ACRE Realty Investors Inc. (f/k/a Roberts Realty Investors, Inc.) (the "Company") registered shares of the Company's common stock, par value \$0.01 per share, issuable to holders ("unitholders") of units of limited partnership interest ("OP units") in ACRE Realty LP (f/k/a Roberts Properties Residential, L.P.) upon redemption of such OP units by the unitholders (the "S-3 Registration Statement").

On February 11, 2015, the Company announced that the window for use of the S-3 Registration Statement would be temporarily opened from February 17, 2015, until the date on which the Company filed its Annual Report on Form 10-K for the 2014 fiscal year, which occurred on March 30, 2015, and that its use would be suspended again from March 30, 2015 until December 1, 2015.

The Company now wishes to advise you that the suspension of the S-3 Registration Statement will be lifted and it will again be available for use by the Company for a limited period of time to issue registered shares of Company common stock to unitholders who redeem their OP units during this window. Subject to the Company's continued timely filing of its reports under the Securities Exchange Act of 1934, as amended, **the window for redemptions of OP units will remain open from December 1, 2015 until February 12, 2016, and will then open again when the Company files its Annual Report on Form 10-K for the 2015 fiscal year, which we expect to occur during the last two weeks of March 2016.**

If you have any questions regarding the subject matter of this letter or other questions regarding your redemption rights with respect to your OP units, please feel free to contact me, Gregory I. Simon, Executive Vice President, General Counsel and Secretary, at 212-878-3504.

Very truly yours,

/s/ Gregory I. Simon

Gregory I. Simon
Executive Vice President, General Counsel and Secretary of ACRE Realty Investors Inc.
