

**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): **February 11, 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 February 11, 2015, the Company mailed 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 of when 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”) would be available for use in connection with OP unit redemption requests under the Partnership’s agreement of limited partnership. 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 February 11, 2015.

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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: February 11, 2015

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

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ACRE REALTY INVESTORS INC.

399 Park Avenue, 6th Floor
New York, New York 10022

February 11, 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 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 Roberts Properties Residential, L.P. upon redemption of such OP units by the unitholders (the "S-3 Registration Statement").

As a result of the Company's previously disclosed plan to restate its financial statements for the 2013 and 2012 fiscal years and the first and second quarters of 2014 and 2013 through the filing of an amendment to its Annual Report on Form 10-K that will include restated audited financial statements for the 2013 and 2012 fiscal years (the "Form 10-K/A") and amended quarterly reports on Form 10-Q that will include restated unaudited financial statements for the first and second quarters of 2014 and 2013 (the "Form 10-Q/As"), and the late filing of the Company's quarterly report on Form 10-Q for the third quarter of 2014 (the "Third Quarter Form 10-Q"), the Company has temporarily suspended the use of the S-3 Registration Statement due to the fact that the financial statements incorporated therein are not current. **Therefore, unitholders who wish to redeem OP units at this time would not receive registered shares of the Company's common stock in exchange for their OP units during the period when the S-3 Registration Statement is suspended.**

However, the Company is on track to file the Third Quarter Form 10-Q, the Form 10-K/A and Form 10-Q/As prior to the February 18, 2015 deadline set forth in the Company's approved Listing Compliance Plan with the NYSE MKT exchange. **Upon the filing of these reports, 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. This window for redemptions will remain open from the date on which the Third Quarter 10-Q, the Form 10-K/A and the Form 10-Q/As have all been filed with the SEC (expected to occur on or around February 17, 2015) until the date on which the Company files its Annual Report on Form 10-K for the 2014 fiscal year (expected to occur during the last two weeks of March 2015). Once the Company's Annual Report on Form 10-K for the 2014 fiscal year has been filed, the S-3 Registration Statement will again cease to be available for use until December 1, 2015, subject to the Company satisfying its SEC reporting obligations in a timely fashion prior to that date.**

It is possible that the Company will elect to file a new S-3 registration statement on December 1, 2015, rather than using the current S-3 Registration Statement at that time. The Company will notify unitholders of its intentions in that regard prior to December 1, 2015.

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
ACRE Realty Investors Inc.