

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): September 23, 2009

**Shopoff Properties Trust, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**333-139042**

(Commission File Number)

**20-5882165**

(IRS Employer Identification No.)

**8951 Research Drive, Irvine, California**

(Address of Principal Executive Offices)

**92618**

(Zip Code)

**(877) 874-7348**

(Registrant's Telephone Number, Including Area Code)

**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))
- 
-

---

## **TABLE OF CONTENTS**

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.  
SIGNATURE

---

## **Table of Contents**

### **Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On September 23, 2009, the Board of Directors of Shopoff Properties Trust, Inc. (the “Company”) appointed Mr. Kerry Vandell as a new Class III independent director of the Company to fill the vacancy created by the resignation of director Diane Kennedy. The Board of Directors appointed Mr. Vandell to the Company’s Audit Committee and Nominating and Corporate Governance Committee.

There are no arrangements or understandings between Mr. Vandell and any other persons pursuant to which Mr. Vandell was selected as a director. Neither Mr. Vandell nor any of his immediate family members has engaged in any transactions with the Company that would be reportable under Item 404 of Regulation S-K regarding related party transactions.

---

[Table of Contents](#)

**SIGNATURE**

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.

SHOPOFF PROPERTIES TRUST, INC.

Date: September 29, 2009

By: /s/ William A. Shopoff  
William A. Shopoff  
President, Chief Executive Officer and  
Chairman of the Board of Directors