Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

1. Name and Ad HUMPHRIES WELL	ddress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol ACRE REALTY INVESTORS INC [AIII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
			3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner						
(Last)	(First)	(Middle)	03/10/2015	Officer (give title X Other (specify below)						
326 WASHITA LANE				Former Director						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street)				Line)						
LOUDON	TN	37774		X Form filed by One Reporting Person						
			<u> </u>	Form filed by More than One Reporting						
(City)	(State)	(Zip)		Person						
		Table I	- Non-Derivative Securities Acquired, Disposed of, or Beneficially C	Owned						
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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		(A) or Disp	osed	Of (D)	Beneficially Owned	Form: Direct (D)	Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	03/10/2015		A		5,649	A	\$1.45	49,262	D	
Common Stock	03/18/2015		A		738	A	\$1.45	50,000	D	

			(e.g., pu	ıts, call	s, war	rants,	options, conv	vertible secu	urities	s)				
Security (Instr. 3)	Conversion	Date	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Benefic Owners (Instr. 4
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	1	Amount or Number of Shares				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Explanation of Responses:

Remarks:

The reporting person resigned as a Director of ACRE Realty Investors Inc. effective January 30, 2015. As a result, the reporting person is no longer subject to Section 16 in connection with his transaction in the equity securities of ACRE Realty Investors Inc.

Weldon R. Humphries 03/20/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.