

RMR Real Estate Income Fund  
Form SC 13G/A  
July 10, 2018

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 15)\*

RMR REAL ESTATE INCOME FUND  
(Name of Issuer)

Auction Preferred Shares (Series M)

(Title of Class of Securities)

74965J304

(CUSIP Number)

June 30, 2018  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---



CUSIP No. 74965J304

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Royal Bank of Canada

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

0

NUMBER OF 6 SHARED VOTING POWER  
SHARES

BENEFICIALLY 2 (Series M)

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH REPORTING

PERSON WITH: 0

8 SHARED DISPOSITIVE POWER

2 (Series M)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2 (Series M)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.1% (Series M)

12 TYPE OF REPORTING PERSON (see instructions)

HC

---

CUSIP No. 74965J304

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RBC Capital Markets, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5 SOLE VOTING POWER

NUMBER OF 6 SHARED VOTING POWER  
SHARES

BENEFICIALLY 2 (Series M)

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH REPORTING

PERSON WITH:

8 SHARED DISPOSITIVE POWER

2 (Series M)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2 (Series M)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.1% (Series M)

12 TYPE OF REPORTING PERSON (see instructions)

BD

---

Item 1(a). Name of Issuer:

RMR Real Estate Income Fund

Item 1(b). Address of Issuer's Principal Executive Offices:

Two Newton Place  
255 Washington Street  
Newton, MA 02458

Item 2(a). Name of Person Filing:

1. Royal Bank of Canada  
2. RBC Capital Markets, LLC

Item 2(b). Address of Principal Business Office or, if none, Residence:

1 200 Bay Street  
Toronto, Ontario M5J 2J5  
Canada

2 200 Vesey Street  
New York, New York 10281

Item 2(c). Citizenship:

See Item 4 of the cover pages.

Item 2(d). Title of Class of Securities:

Auction Preferred Shares (Series M)

Item 2(e). CUSIP Number: 74965J304

Item 3. If this Statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:



Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- |   |                                |
|---|--------------------------------|
| (a) Amount Beneficially Owned:                                | See Item 9 of the Cover Page.  |
| (b) Percent of Class:   | See Item 11 of the Cover Page. |
| (c) Number of shares as to which such person has:             |                                |
| (i) sole power to vote or to direct the vote:                 | 0                              |
| (ii) shared power to vote or to direct the vote:              | See Item 6 of the Cover Page.  |
| (iii) sole power to dispose or to direct the disposition of:  | 0                              |
| (iv) shared power to dispose or to direct the disposition of: | See Item 8 of the Cover Page.  |

Item Ownership of Five Percent or Less of a Class.

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item Ownership of More than Five Percent on Behalf of Another Person.

6.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

7. Holding Company.

RBC Capital Markets, LLC is an indirectly wholly owned subsidiary of Royal Bank of Canada.

Item Identification and Classification of Members of the Group.

8.

Not applicable.

Item Notice of Dissolution of Group.

9.

Not applicable.

Item Certification.

10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2018

ROYAL BANK  
OF CANADA

/s/ John Penn

Signature

John  
Penn/Authorized  
Signatory

Name/Title

RBC CAPITAL  
MARKETS,  
LLC

/s/ John Penn <sup>1</sup>

Signature

John  
Penn/Authorized  
Signatory

Name/Title

<sup>1</sup> This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the Securities and Exchange Commission on November 12, 2010 in connection with a Schedule 13G/A for RMR Real Estate Income Fund, which power of attorney is incorporated herein by reference.

---



Index to Exhibits

Exhibit Exhibit

- A. Joint Filing Agreement
  - B. Power of Attorney
-

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G/A with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G/A. In evidence thereof, the undersigned hereby execute this Agreement as of July 9, 2018.

ROYAL BANK  
OF CANADA

/s/ John Penn

Signature

John  
Penn/Authorized  
Signatory

Name/Title

RBC CAPITAL  
MARKETS,  
LLC

/s/ John Penn <sup>2</sup>

Signature

John  
Penn/Authorized  
Signatory

Name/Title

<sup>2</sup> This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the Securities and Exchange Commission on November 12, 2010 in connection with a Schedule 13G/A for RMR Real Estate Income Fund, which power of attorney is incorporated herein by reference.

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL PERSONS that Royal Bank of Canada ("RBC"), a Canadian chartered bank under and governed by the provisions of the Bank Act, being S.C. 1991, c.46, as amended, by these presents makes, constitutes and appoints John Penn, an employee of RBC Capital Market, LLC ("RBCCM"), acting individually, its true and lawful attorney, in order for RBCCM to satisfy its obligations to RBC under a services agreement and related information schedule between RBC and RBCCM, to execute and deliver in its name and on its behalf whether RBC is acting individually or as representative of others, any and all filings required to be made by RBC under the Securities Exchange Act of 1934, as amended (the "Act"), with respect to securities which may be deemed to be beneficially owned by RBC and RBCCM under the Act, giving and granting unto said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as RBC might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until earlier revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of RBCCM.

IN WITNESS WHEREOF the undersigned duly authorized officers of Royal Bank have affixed their respective signatures in the City of Jersey City, this 19 day of June, 2018.

ROYAL BANK OF CANADA

/s/ Howard M. Sacarob

By: \_\_\_\_\_

Howard M. Sacarob  
Vice-President

/s/ John Thurlow

By: \_\_\_\_\_

John Thurlow  
Officer