

WASHINGTON REAL ESTATE INVESTMENT TRUST  
Form 8-K/A  
January 22, 2014

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

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FORM 8-K/A  
Amendment No. 1

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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 21, 2013

WASHINGTON REAL ESTATE  
INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

MARYLAND

1-6622

53-0261100

(State of incorporation)

(Commission File Number)

(IRS Employer Identification Number)

6110 EXECUTIVE BOULEVARD, SUITE 800, ROCKVILLE, MARYLAND 20852

(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (301) 984-9400

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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))
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This Current Report on Form 8-K/A (this "Amendment") updates information originally provided in a Current Report on Form 8-K, filed on November 26, 2013 (the "Original Filing"), in which Washington Real Estate Investment Trust ("WRIT") reported closing on the first two out of four separate purchase and sale agreements to effectuate the sale of WRIT's entire medical office portfolio and two office assets. Except for the following, this Amendment does not modify or update any other disclosure contained in the Original Filing, and this Amendment should be read in conjunction with the Original Filing and WRIT's Current Report on Form 8-K, filed on October 3, 2013.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On January 21, 2014, WRIT closed on the second two of the four purchase and sale agreements. The sales prices under these two agreements aggregate to \$193.6 million.

The properties, sales prices and closing dates under each of the purchase and sale agreements are as follows:

Purchase and Sale Agreement #1 (\$303,354,090; closed on November 21, 2013, except Woodholme Medical Office Building, which closed on November 22, 2013):

1. 2440 M Street
2. Alexandria Professional Center
3. 8301 Arlington Boulevard
4. 6565 Arlington Boulevard
5. Ashburn Farm Office Park I
6. Ashburn Farm Office Park II
7. Ashburn Farm Office Park III
8. CentreMed I and II
9. Sterling Medical Office Building
10. 19500 at Riverside Office Park (formerly Lansdowne Medical Office Building)
11. Shady Grove Medical Village II
12. 9707 Medical Center Drive
13. 15001 Shady Grove Road
14. 15005 Shady Grove Road
15. Woodholme Center
16. Woodholme Medical Office Building

Purchase and Sale Agreement #2 (\$3,835,348; closed on November 21, 2013):

1. 4661 Kenmore Avenue (undeveloped land)

Purchase and Sale Agreement #3 (\$78,998,212; closed on January 21, 2014):

1. Woodburn Medical Park I
2. Woodburn Medical Park II

Purchase and Sale Agreement #4 (\$114,562,350; closed on January 21, 2014):

1. Prosperity Medical Center I & II
2. Prosperity Medical Center III

The foregoing description of the purchase and sale agreements does not purport to be complete and is qualified in its entirety by reference to the purchase and sale agreements, copies of which were filed as Exhibits to the Current Report on Form 8-K filed on October 3, 2013.

ITEM 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The following pro forma financial statements reflecting the disposition of the properties included in all four of the purchase and sale agreements listed above were filed as Exhibit 99.1 to the Original Filing:

1. WRIT Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2013.

2. WRIT Unaudited Pro Forma Condensed Consolidated Statements of Income for the years ended December 31, 2012, 2011 and 2010.

(d) Exhibits

Exhibit Number Description

99.1	Unaudited pro forma condensed consolidated financial statements of Washington Real Estate Investment Trust <sup>(1)</sup>
99.2	Press release issued November 25, 2013 regarding the completion of the sale of the first phase of the medical office portfolio <sup>(1)</sup>
99.3	Press release issued January 22, 2014 regarding the completion of the sale of the final phase of the medical office portfolio <sup>(2)</sup>

<sup>(1)</sup> Filed as an exhibit to the Current Report on Form 8-K filed on November 26, 2013.

<sup>(2)</sup> Filed with this Current Report on Form 8-K.

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SIGNATURES

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.

WASHINGTON REAL ESTATE INVESTMENT  
TRUST  
(Registrant)

By: /s/ Laura M. Franklin  
(Signature)

Laura M. Franklin  
Executive Vice President  
Accounting, Administration and Corporate  
Secretary

January 22, 2014  
(Date)

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EXHIBIT INDEX

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<sup>(1)</sup> Filed as an exhibit to the Current Report on Form 8-K filed on November 26, 2013.

<sup>(2)</sup> Filed with this Current Report on Form 8-K.

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Names of Reporting Persons.

Polaris Venture Management Co. V, L.L.C. ( PVM V )

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3.

SEC Use Only

4.

Source of Funds (See Instructions)

AF

5.

Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6.

Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of  
Shares

1,968,606 shares, of which 1,899,578 shares are directly owned by PVP V, 37,019 shares are directly owned by PVPE V, 13,012 shares are directly owned by PVPFF V and 18,997 shares are directly owned by PVPSFF V, except that Flint, a managing member of PVM V (which is the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V and may be deemed to have sole power to vote these shares), may be deemed to have shared power to vote these shares, and McGuire, a managing member of PVM V, may be deemed to have shared power to vote these shares.

Beneficially

8. Shared Voting Power

Owned by

Each

See response to row 7.  
9. Sole Dispositive Power

Reporting

Person

With

1,968,606 shares, of which 1,899,578 shares are directly owned by PVP V, 37,019 shares are directly owned by PVPE V, 13,012 shares are directly owned by PVPFF V and 18,997 shares are directly owned by PVPSFF V, except that Flint, a managing member of PVM V (which is the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V and may be deemed to have sole power to dispose of these shares), may be deemed to have shared power to dispose of these shares, and McGuire, a managing member of PVM V, may be deemed to have shared power to dispose of these shares.

10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,968,606

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

2.3%

14. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.

Jonathan A. Flint

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

7. Sole Voting Power

Number of

Shares 1,968,606 shares, of which 1,899,578 shares are directly owned by PVP V, 37,019 shares are directly owned by PVPE V, 13,012 shares are directly owned by PVPFF V and 18,997 shares are Beneficially directly owned by PVPSFF V, except that PVM V, as the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, may be deemed to have sole power to vote PVP V s, PVPE V s, PVPFF V s and PVPSFF V s shares (collectively, the Fund V Shares ), and McGuire, as a managing member Owned by of PVM V, may be deemed to have shared power to vote the Fund V Shares.

Each 8. Shared Voting Power

Reporting

Person See response to row 7.

9. Sole Dispositive Power

With



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10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,968,606

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

2.3%

14. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons.

Terrance G. McGuire

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

7. Sole Voting Power

Number of

Shares 1,968,606 shares, of which 1,899,578 shares are directly owned by PVP V, 37,019 shares are directly owned by PVPE V, 13,012 shares are directly owned by PVPFF V and 18,997 shares are Beneficially directly owned by PVPSFF V, except that PVM V, as the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, may be deemed to have sole power to vote the Fund V Shares, Owned by Flint, as a managing member of PVM V, may be deemed to have shared power to vote the Fund V Shares.

Each 8. Shared Voting Power

Reporting

Person See response to row 7.

9. Sole Dispositive Power

With

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10. Shared Dispositive Power

See response to row 9.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,968,606

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

2.3%

14. Type of Reporting Person (See Instructions)

IN

**SCHEDULE 13D**

This Amendment No. 3 (this Amendment No. 3) amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (the SEC) on February 14, 2014 (the Original Schedule 13D), as amended by Amendment No. 1 filed on May 14, 2015 and Amendment No. 2 filed on February 16, 2016, together with the Original Schedule 13D and this Amendment No. 3, the Schedule 13D) by the Flint, McGuire, PVP V, PVPE V, PVPFF V, PVPSFF V and PVM V (collectively, the Reporting Persons), with respect to shares of Common Stock beneficially owned by the Reporting Persons. This Amendment No. 3 is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than 5% of the class of securities. Except as amended or supplemented in this Amendment No. 3, all other information in the Schedule 13D is as set forth therein. Information given in response to each item shall be deemed incorporated by reference to all other items, as applicable. Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the Schedule 13D.

The following Items of the Schedule 13D are hereby amended as follows:

**Item 2. Identity and Background.**

The principal business address of each of the Reporting Persons is c/o Polaris Partners, One Marina Park Drive, 10th Floor, Boston, MA 02210.

**Item 5. Interest in Securities of the Issuer.**

Items 5(a), (b) and (c) of the Original Schedule 13D are hereby amended and restated in their entirety as follows:

The information below is based on a total of 86,625,975 shares of Common Stock outstanding as of October 31, 2018 as reported on the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission of November 1, 2018.

(a) (b) PVP V directly beneficially owns 1,899,578 shares of Common Stock, or approximately 2.2% of the Common Stock outstanding. PVPE V directly beneficially owns 37,019 shares of Common Stock, or approximately 0.0% of the Common Stock outstanding. PVPFF V directly beneficially owns 13,012 shares of Common Stock, or approximately 0.0% of the Common Stock outstanding. PVPSFF V directly beneficially owns 18,997 shares of Common Stock, or approximately 0.0% of the Common Stock outstanding. PVM V, as the general partner of PVP V, PVPE V, PVPFF V and PVPSFF V, may be deemed to indirectly beneficially own the securities owned by PVP V, PVPE V, PVPFF V and PVPSFF V.

(c) Except as described in this statement, none of the Reporting Persons has effected any transactions in the Common Stock in the 60 days prior to the date of this statement.

(e) The Reporting Persons have ceased to be the beneficial owner of more than 5% of the class of securities due to dilution resulting from increases in the total number of shares of Common Stock outstanding.

**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.

Date: February 13, 2019

POLARIS VENTURE PARTNERS V, L.P.

By: Polaris Venture Management Co. V,  
L.L.C.

By: \*  
Managing Member

POLARIS VENTURE PARTNERS  
ENTREPRENEURS FUND V, L.P.

By: Polaris Venture Management Co. V,  
L.L.C.

By: \*  
Managing Member

POLARIS VENTURE PARTNERS  
FOUNDERS FUND V, L.P.

By: Polaris Venture Management Co. V,  
L.L.C.

By: \*  
Managing Member

POLARIS VENTURE PARTNERS SPECIAL  
FOUNDERS FUND V, L.P.

By: Polaris Venture Management Co. V,  
L.L.C.

By: \*  
Managing Member

CUSIP No. 372427104

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POLARIS VENTURE MANAGEMENT CO.  
V, L.L.C.

By: \*  
Managing Member

JONATHAN A. FLINT

By: \*  
Jonathan A. Flint

TERRANCE G. MCGUIRE

By: \*  
Terrance G. McGuire

\*By: /s/ Max Eisenberg  
Name: Max Eisenberg  
Attorney-in-Fact

[This Schedule 13D was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]