City Office REIT, Inc. Form 4 August 11, 2015

# FORM 4

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

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* SHRAIBERG STEPHEN B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

City Office REIT, Inc. [CIO]

(Check all applicable)

(First) (Last)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director Officer (give title

10% Owner Other (specify

9375 RIVIERA HILLS DR.

6. Individual or Joint/Group Filing(Check

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

08/07/2015

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

**GREENWOOD** VILLAGE, CO 80111

> (City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

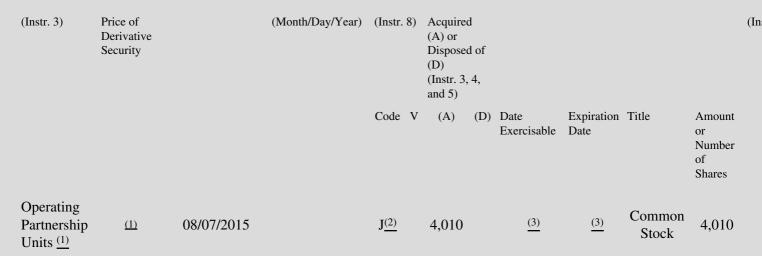
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. I Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securities De Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec any

#### Edgar Filing: City Office REIT, Inc. - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHRAIBERG STEPHEN B 9375 RIVIERA HILLS DR. X GREENWOOD VILLAGE, CO 80111

## **Signatures**

/s/ Stephen 08/11/2015 Shraiberg

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* 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).
- Represents common units of limited partnership interest ("OP Units") in City Office REIT Operating Partnership, L.P., a Maryland limited partnership (the "Operating Partnership"). City Office REIT, Inc., a Maryland corporation (the "Issuer") is the general partner of the Operating Partnership. The OP Units are redeemable, beginning April 14, 2015, for cash equal to the then current-market value of one share of the Issuer's common stock or, at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
  - As part of the formation transactions of City Office REIT, Inc. (the "Company") and a contribution agreement executed in connection with the Company's Central Fairwinds property (the "Property"), the Company is obligated to make additional payments to certain of the contributors, including CIO REIT Stock Limited Partnership and CIO OP Limited Partnership, referenced in the contribution agreement
- (2) (each, an "Earn-Out Payment"). Earn-Out Payments are contingent on the Property reaching certain specified occupancy levels through new leases to qualified tenants and exceeding a net operating income threshold. As of June 30, 2015, the 70% earn-out occupancy and net operating income thresholds had been met. The number of shares issuable as part of the Earn-Out Payment, and the price (\$12.31) at which they were issuable, and the number of Operating Partnership Units were determined on August 7, 2015, pursuant to a formula set forth in the contribution agreement.
- (3) The OP Units are vested as of the date of issuance. The OP Units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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