City Office REIT, Inc. Form 4 May 13, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

(Last)

(First) (Middle)

(Zip)

City Office REIT, Inc. [CIO] 3. Date of Earliest Transaction

(Month/Day/Year) 05/09/2014

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

below)

(Street)

9375 RIVIERA HILLS DR.

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREENWOOD VILLAGE, CO 80111

(City) (State) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Security (Month/Day/Year) Execution Date, if (Instr. 3)

TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

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

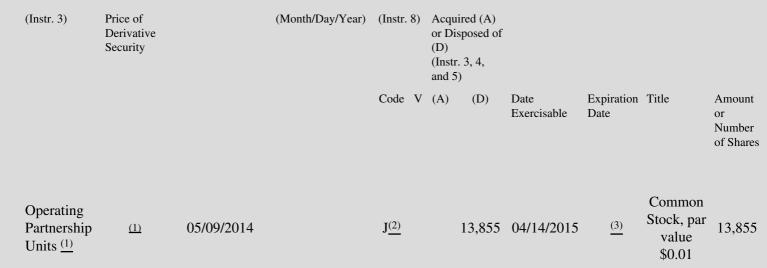
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of 6. Date Exercisable and 7. Title and Amount of Conversion Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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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 05/13/2014 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.
- The OP Units were issued on April 14, 2014 at \$12.50 per share pursuant to a contribution agreement with the Issuer and the Operating

 (2) Partnership, pursuant to which the Reporting Person contributed his interests in certain entities that directly or indirectly owned properties or interests that were contributed to the Issuer, the Operating Partnership or its subsidiaries.
- (3) The OP Units are vested as of the date of issuance. The OP Units have no expiration date.
- (4) 94,303 OP Units were issued on April 14, 2014 and were previously included in Table I.

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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