

Government Properties Income Trust
Form SC 13G/A
March 18, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Government Properties Income Trust

(Name of Issuer)

Common Shares of Beneficial Interest

(Title of Class of Securities)

38376A103

(CUSIP Number)

March 11, 2013

(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).

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

1. Names of Reporting Persons
Commonwealth REIT
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
Maryland
- | | | |
|---|----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0%
12. Type of Reporting Person (See Instructions)
OO

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
Reit Management & Research LLC | |
| 2. | Check the Appropriate Box if a Member of a Group* (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
0 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
0 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

1. Names of Reporting Persons
Reit Management & Research Trust
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
Massachusetts
- | | | |
|---|----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0%
12. Type of Reporting Person (See Instructions)
OO

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

1. Names of Reporting Persons
Barry M. Portnoy
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
United States
- | | | |
|---|----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
30,785.802 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
30,785.802 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
30,785.802
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
Less than 1%
12. Type of Reporting Person (See Instructions)
IN

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

1. Names of Reporting Persons
Adam D. Portnoy
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
United States
- | | | |
|---|----|----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
33,363 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
33,363 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
33,363
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
Less than 1%
12. Type of Reporting Person (See Instructions)
IN

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

Item 1(a).

Name of Issuer:

Government Properties Income Trust

Item 1(b).

Address of Issuer's Principal Executive Offices:

Two Newton Place

255 Washington Street, Suite 300

Newton, MA 02458

Item 2(a).

Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the Reporting Persons):

- (1) Commonwealth REIT (CWH), and formerly known as HRPT Properties Trust)
- (2) Reit Management & Research LLC (RMR) (the manager of CWH)
- (3) Reit Management & Research Trust (RMR Trust) (the sole member of RMR)
- (4) Barry M. Portnoy (a managing trustee of the Issuer, a managing trustee of CWH, the Chairman and a director of RMR, and the Chairman, majority beneficial owner and a trustee of RMR Trust)
- (5) Adam D. Portnoy (a managing trustee of the Issuer, a managing trustee and President of CWH, the President and Chief Executive Officer and a director of RMR, and the President and Chief Executive Officer, a beneficial owner and a trustee of RMR Trust)

Item 2(b).

Address of Principal Offices or, if none, Residence:

The address of each Reporting Person is:

Two Newton Place

255 Washington Street, Suite 300

Newton, MA 02458

Item 2(c).

Citizenship:

CWH is a Maryland real estate investment trust.

RMR is a Delaware limited liability company.

RMR Trust is a Massachusetts business trust.

Barry M. Portnoy is a United States citizen.

Adam D. Portnoy is a United States citizen.

Item 2(d).

Title of Class of Securities:

Common shares of beneficial interest, \$.01 par value per share

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

CUSIP No. 38376A103

13G/A

Mr. Adam Portnoy beneficially owns 33,363 Common Shares of Beneficial Interest of the Issuer (of which 2,800 are subject to vesting requirements and will become fully vested, subject to the lapse of certain contingencies, annually through 2014).

(b) Percent of class:

Each of CWH, RMR and RMR Trust beneficially owns 0% of the Issuer's Common Shares of Beneficial Interest.

Each of Mr. Barry Portnoy and Mr. Adam Portnoy beneficially owns less than 1% of the Issuer's Common Shares of Beneficial Interest.

(c) Number of shares as to which such person has:

(i)	Sole power to vote or direct the vote:	
	CWH:	0
	RMR:	0
	RMR Trust:	0
	Barry M. Portnoy:	30,785.802
(ii)	Shared power to vote or direct the vote:	
	CWH:	0
	RMR:	0
	RMR Trust:	0
	Barry M. Portnoy:	0
	Adam D. Portnoy:	33,363
(iii)	Sole power to dispose or to direct the disposition of:	
	CWH:	0
	RMR:	0
	RMR Trust:	0
	Barry M. Portnoy:	30,785.802
	Adam D. Portnoy:	33,363

CUSIP No. 38376A103

13G/A

(iv)	Shared power to dispose or to direct the disposition of:	
	CWH:	0
	RMR:	0
	RMR Trust:	0
	Barry M. Portnoy:	0
	Adam D. Portnoy:	0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement 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 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

CUSIP No. 38376A103

13G/A

SIGNATURES

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

March 15, 2013
(Date)

COMMONWEALTH REIT

/s/ John C. Popeo
(Signature)
John C. Popeo, Treasurer and Chief Financial Officer
(Name/Title)

REIT MANAGEMENT & RESEARCH LLC

/s/ Adam D. Portnoy
(Signature)
Adam D. Portnoy, President and Chief Executive Officer
(Name/Title)

REIT MANAGEMENT & RESEARCH TRUST

/s/ Adam D. Portnoy
(Signature)
Adam D. Portnoy, President and Chief Executive Officer
(Name/Title)

BARRY M. PORTNOY

/s/ Barry M. Portnoy
(Signature)

ADAM D. PORTNOY

/s/ Adam D. Portnoy
(Signature)

Edgar Filing: Government Properties Income Trust - Form SC 13G/A

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (*see* 18 U.S.C. 1001).

CUSIP No. 38376A103

13G/A

EXHIBIT INDEX

Exhibit	Description
99(a)	Joint Filing Agreement, dated as of January 26, 2010, by and among HRPT Properties Trust (now known as Commonwealth REIT), Reit Management & Research LLC, Reit Management & Research Trust, Barry M. Portnoy and Adam D. Portnoy.*

*Included as an exhibit to the Schedule 13G filed January 26, 2010.