City Office REIT, Inc. Form 4 April 21, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Tylee Gregory Issuer Symbol City Office REIT, Inc. [CIO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify 2600-1075 WEST GEORGIA 04/19/2016 below) **STREET** President & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting VANCOUVER, A1 V6E 3C9 Person

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Ador(A) or Disposed (D) (Instr. 3, 4 and (A) or	d of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2016		Code V M	Amount (D) 29,949 A	Price (1)	(Instr. 3 and 4) 112,151	D	
Common Stock						64,403	I	Through CIO REIT Stock Limited Partnership

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)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative S Code Acquired (A (Instr. 8) Disposed of (Instr. 3, 4, a		ecurities ) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Restricted Stock Units	<u>(1)</u>	04/19/2016		A	1,848.12		(3)	(3)	Common Stock	1,84
Restricted Stock Units	<u>(1)</u>	04/21/2016		M		29,949	<u>(5)</u>	<u>(5)</u>	Common Stock	29,9

#### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Tylee Gregory

2600-1075 WEST GEORGIA STREET VANCOUVER, A1 V6E 3C9

President & COO

### **Signatures**

Reporting Person

/s/ Gregory
Tylee

\*\*Signature of Date

## **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).
- (1) In accordance with the Company's Equity Incentive Plan (the "Equity Incentive Plan"), Restricted Stock Units (as defined in the Equity Incentive Plan) convert into common stock on a one-for-one basis.
- (2) The Reporting Person disclaims beneficial ownership of these securities as this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
  - The units represent Restricted Stock Units issuable to the Reporting Person as a dividend equivalency payment with respect to Restricted Stock Units previously issued to the Reporting Person which vest in three substantially equal installments on each of the first three annual
- (3) anniversaries of the initial Grant Date, generally subject to the Participant's continued service through each applicable vesting date. The Restricted Stock Units reported herein shall vest on the same date and under the same terms as the underlying Restricted Stock Units with respect of which these dividend equivalency units vest.
- (4) Vested shares will be delivered to the reporting person promptly upon vesting of the related restricted stock units.

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(5) The restricted stock units reported herein have vested and converted to common shares as at April 21, 2016.

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.