

Mastropietro Armand
 Form 3/A
 November 27, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>^ Mastropietro Armand</p> <p>(Last) (First) (Middle)</p> <p>C/O WASHINGTON PRIME GROUP INC., ^ 180 EAST BROAD STREET</p> <p>(Street)</p> <p>COLUMBUS, ^ OH ^ 43215</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/02/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WASHINGTON PRIME GROUP INC. [WPG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Exec VP, Property Management</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/13/2017</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Shares of Beneficial Interest, \$0.0001 par value | 29,790 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------|---------------------|--------------------|---|----------------------------------|------------------------------------|---|------------|
| Stock Option (Right to Buy) | Â <u>(2)</u> | 03/11/2019 | Common Stock, \$0.0001 par value per share | 2,195 | \$ 1.79 | D | Â |
| Stock Option (Right to Buy) | Â <u>(2)</u> | 03/04/2020 | Common Stock, \$0.0001 par value per share | 2,195 | \$ 5.76 | D | Â |
| Unvested LTIP Units <u>(3)</u> | Â <u>(4)(5)</u> | Â <u>(4)</u> | Common Stock, \$0.0001 par value per share | 5,704 | \$ <u>(4)</u> | D | Â |
| Vested LTIP Units <u>(3)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock, \$0.0001 par value per share | 5,703 | \$ <u>(4)</u> | D | Â |
| Unvested LTIP Units <u>(6)</u> | Â <u>(4)(7)</u> | Â <u>(4)</u> | Common Stock, \$0.0001 par value per share | 4,268 | \$ <u>(4)</u> | D | Â |
| Vested LTIP Units <u>(6)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock, \$0.0001 par value per share | 2,134 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock, \$0.0001 par value per share | 16,841 | \$ <u>(9)</u> | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock, \$0.0001 par value per share | 9,001 | \$ <u>(10)</u> | D | Â |
| Performance Stock Units | Â <u>(11)</u> | Â <u>(11)</u> | | 9,001 | \$ <u>(12)</u> | D | Â |

Common
Stock,
\$0.0001
par value
per share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mastropietro Armand C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS, OH 43215 | À | À | À Exec VP, Property Management | À |

Signatures

/s/ Robert P. Demchak, as
Attorney-in-Fact

11/27/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 5,326 shares of restricted common stock of Washington Prime Group Inc. (the "Company" or "Issuer").
- (2) These stock options are exercisable and, subject to the terms of the stock option award agreement, will remain exercisable until the expiration date.
- (3) Represents long-term incentive performance ("LTIP") units of Washington Prime Group, L.P (the "Operating Partnership"), of which the Company is the sole general partner, issued to Mr. Mastropietro (the "Reporting Person") on February 24, 2015 as long-term incentive compensation pursuant to the Operating Partnership's 2014 Stock Incentive Plan (the "Incentive Plan") in compliance with Rule 16b-3. These LTIP units were issued as "Series 2015A LTIP Units" under the Incentive Plan.
- (4) When earned and vested, each LTIP unit may be converted (at the Reporting Person's option) on a one-for-one basis into a unit of limited partnership interest ("Partnership Unit") subject to the terms and conditions of the applicable certificate of designation that relates to the LTIP units. Each Partnership Unit may be exchanged for a share of the Company's common stock (the "Common Stock") on a one-for-one basis, or cash, as selected by the Company. LTIP units have no set expiration date.
- (5) Subject to certain exceptions, 50% of the listed LTIP units will vest on January 15, 2018 and the remaining 50% will vest on January 15, 2019.
- (6) Represents LTIP units of the Operating Partnership issued to the Reporting Person on February 25, 2016 as long-term incentive compensation pursuant to the Operating Partnership's Incentive Plan in compliance with Rule 16b-3. These LTIP units were issued as "Series 2015B LTIP Units" under the Incentive Plan.
- (7) Subject to certain exceptions, 50% of the listed LTIP units will vest on January 1, 2018 and the remaining 50% will vest on January 1, 2019.
- (8) The listed restricted stock units ("RSUs") shall vest and become nonforfeitable in one-third installments on each of the first, second and third anniversaries of the February 21, 2017 grant date (the "Grant Date") provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement, as amended, and subject to certain provisions of such agreement relating to a change in control of the Issuer.
- (9) Each of the RSUs was issued to the Reporting Person on the Grant Date as incentive compensation payment for the Company's 2016 Annual Awards and represents a contingent right to receive one share of Common Stock.
- (10)

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Each of the RSUs was issued to the Reporting Person on the Grant Date in connection with the issuance of the Company's 2017 Annual Awards and represents a contingent right to receive one share of Common Stock.

- (11) Unvested performance stock units ("PSUs") shall be earned based upon the satisfaction of certain relative total shareholder return ("TSR") criteria with a percentage of vested PSUs ranging from 0% to 150% over a three-year performance period from the Grant Date to February 21, 2020 ("Vesting Date"), provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement, as amended, and subject to certain provisions of such agreement relating to a change in control of the Issuer. Settlement of the PSUs shall occur as soon as practicable after the Vesting Date, but no later than March 15, 2021.
- (12) Each of the PSUs was awarded on the Grant Date in connection with the issuance of the Company's 2017 Annual Awards and represents a contingent right to receive one share of Common Stock.

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Remarks:

The Form 3 filed on November 13, 2017 (the "Initial Form 3") for the Reporting Person is being

The filing of this Form 3/A shall not be construed as an admission: (a) that the person filing th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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