

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

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

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

(Last) (First) (Middle)
9375 RIVIERA HILLS DR.
(Street)

GREENWOOD
VILLAGE, CO 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
City Office REIT, Inc. [CIO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	08/07/2015	J ⁽²⁾	4,010			<u>(3)</u>	<u>(3)</u>			Common Stock	4,010

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Stephen
Shraiberg 08/11/2015

 Signature of
Reporting Person 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) 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.

(2) 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 (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.

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