

Washington Prime Group Inc.  
 Form 3  
 September 08, 2014

**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)

1. Name and Address of Reporting Person \*

Knerr Keric M  
 (Last) (First) (Middle)

7315 WISCONSIN AVENUE

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 09/08/2014

3. Issuer Name and Ticker or Trading Symbol  
 Washington Prime Group Inc. [WPG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock, \$.001 par value

2. Amount of Securities Beneficially Owned (Instr. 4)

6,823

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

^

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		(I)	
						(Instr. 5)	
LTIP Units <sup>(1)</sup>	Â <sup>(1)(2)</sup>	Â <sup>(1)</sup>	Common Stock, \$.001 par value	30,000	\$ <sup>(1)</sup>		D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knerr Keric M 7315 WISCONSIN AVENUE BETHESDA, MD 20814	Â	Â	Â EVP & COO	Â

## Signatures

/s/ by Robert P. Demchak as Attorney-in-fact for Keric M.  
Knerr

09/08/2014

\_\_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).  
Represents long-term incentive performance ("LTIP") units of Washington Prime Group, L.P. (the "Operating Partnership"), of which Washington Prime Group, Inc. (the "Company") is the general partner, issued as long-term incentive compensation pursuant to the Operating Partnership's 2014 Stock Incentive Plan in compliance with Rule 16b-3. When earned and vested, each LTIP unit may be converted into a unit of limited partnership interest ("Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.
- (1) Operating Partnership's 2014 Stock Incentive Plan in compliance with Rule 16b-3. When earned and vested, each LTIP unit may be converted into a unit of limited partnership interest ("Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.
- (2) The reporting person was awarded 30,000 LTIP units on August 25, 2014, subject to his appointment as an officer of the Company. Subject to certain exceptions, 25% of such LTIP units will become vested on each of the first four anniversaries of the award date.

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### Remarks:

Exhibit 24.1 Power of Attorney filed herewith.

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.