

Mastropietro Armand  
Form 4/A  
March 02, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mastropietro Armand

2. Issuer Name **and** Ticker or Trading  
Symbol  
WASHINGTON PRIME GROUP  
INC. [WPG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)  
Executive VP, Property Mgmt.

C/O WASHINGTON PRIME  
GROUP INC., 180 EAST BROAD  
STREET

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/22/2018

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

COLUMBUS, OH 43215

(City) (State) (Zip)

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

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

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  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                                        |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Units                           | (1)                                                                   | 02/20/2018                              |                                                             | A                                       |                                                                                                              | 21,281<br>(2)                                                  |     | (3)                                                                 | (3)                | Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 21,281<br>(2)                       |
| Performance<br>Stock Units                          | (4)                                                                   | 02/20/2018                              |                                                             | A                                       |                                                                                                              | 21,281<br>(2)                                                  |     | (5)                                                                 | (5)                | Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 21,281<br>(2)                       |

## Reporting Owners

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

## Signatures

/s/ Stephen E. Ifeduba, as  
attorney-in-fact

03/01/2018

                     \*\*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) Each of the restricted stock units ("RSUs") represents a contingent right to receive one share of Issuer's common stock (the "Common Stock").
- (2) This amendment is being filed to update the number of Derivative Securities acquired by the Reporting Person.
- (3) The awarded RSUs shall vest and become nonforfeitable in one-third installments on each of the first, second and third anniversaries of the grant date of February 20, 2018 ("2018 Grant Date"), provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement and subject to certain provisions of such agreement relating to a change in control of the Issuer.
- (4) Each of the performance stock units ("PSUs") represents a contingent right to receive one share of Common Stock.

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- Unvested PSUs shall be earned based upon the satisfaction of certain relative total shareholder return criteria ("TSR Criteria") with the number of earned PSUs ranging from 0% to 150% of the allocated amount awarded based on the achievement of the Company in the TSR Criteria over a three-year performance period from the 2018 Grant Date to February 20, 2021 ("Vesting Date"), provided that the
- (5) Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement 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, 2022.

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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