

Washington Prime Group Inc.  
Form 8-K  
February 26, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**

**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **February 26, 2015 (February 26, 2015)**

**WASHINGTON PRIME GROUP INC.\***

(Exact name of Registrant as specified in its Charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-36252**  
(Commission  
File Number)

**046-4323686**  
(IRS Employer  
Identification No.)

**180 East Broad Street,**  
**Columbus, Ohio**  
(Address of Principal Executive  
Offices)

**43215**  
(Zip Code)

Registrant's telephone number, including area code **(614) 621-9000**

N/A

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(Former name or former address, if changed since last Report.)

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\*On January 15, 2015, Washington Prime Group Inc. began doing business as WP Glimcher.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 26, 2015, Washington Prime Group Inc. (the **Company** or **Registrant**) issued a press release regarding its results of operations for the three and twelve months ended December 31, 2014. A copy of the press release is furnished with this report as Exhibit 99.1. A copy of the Company's supplemental information for the three and twelve months ended December 31, 2014 which is referenced in the press release and available on the Company's website, is furnished with this report as Exhibit 99.2. The information in this Form 8-K and the Exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

The attached financial exhibits contain certain non-Generally Accepted Accounting Principles (GAAP) financial measures and other terms. The Company's definition and calculation of these non-GAAP financial measures and other terms may differ from the definitions and methodologies used by other REITs and, accordingly, may not be comparable. The non-GAAP financial measures referred to above should not be considered as alternatives to net income or other GAAP measures as indicators of the Company's performance. Funds From Operations or FFO is used by industry analysts and investors as a supplemental operating performance measure of an equity real estate investment trust (**REIT**). The Company uses FFO in addition to net income to report operating results. The National Association of Real Estate Investment Trusts (**NAREIT**) defines FFO as net income (loss) available to common shareholders (computed in accordance with GAAP), excluding gains or losses from sales of depreciable property, impairment adjustments associated with depreciable real estate, plus real estate related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. The Company may also discuss FFO as adjusted. Reconciliations of each non-GAAP financial measure to the corresponding GAAP measure are provided in the attached press release.

Net operating income or NOI is used by industry analysts, investors and Company management to measure operating performance of the Company's properties. NOI represents total property revenues less property operating and maintenance expenses. Accordingly, NOI excludes certain expenses included in the determination of net income such as corporate general and administrative expense and other indirect operating expenses, interest expense, impairment charges and depreciation and amortization expense. These items are excluded from NOI in order to provide results that are more closely related to a property's results of operations. In addition, the Company's computation of same mall NOI excludes termination income, and income from outparcel sales. The Company also adjusts for other miscellaneous items in order to enhance the comparability of results from one period to another. Certain items, such as interest expense, while included in FFO and net income, do not affect the operating performance of a real estate asset and are often incurred at the corporate level as opposed to the property level. As a result, management uses only those income and expense items that are incurred at the property level to evaluate a property's performance. Real estate asset related depreciation and amortization, as well as impairment charges are excluded from NOI for the same reasons that they are excluded from FFO pursuant to NAREIT's definition.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements of businesses acquired.  
Not applicable.
- (b) Pro forma financial information.  
Not applicable.
- (c) Shell company transactions.  
Not applicable.
- (d) Exhibits  
99.1 Press Release of Washington Prime Group Inc, dated February 26, 2015.

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99.2 Supplemental Information for the three and twelve months ended December 31, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Washington Prime Group Inc.  
(Registrant)

Date: February 26, 2015

By: /s/ Mark E. Yale  
Mark E. Yale  
Executive Vice President, Chief Financial Officer  
(Principal Financial Officer)