

Zimmerman Gregory E
 Form 3
 November 13, 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>Â Zimmerman Gregory E</p> <p>(Last) (First) (Middle)</p> <p>C/O WASHINGTON PRIME GROUP INC.,Â 180 EAST BROAD STREET</p> <p>(Street)</p> <p>COLUMBUS,Â OHÂ 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, Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</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 | 14,401 | D | Â |

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 (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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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) | |
|------------------------------------|---------------------|------------------|--|----------------------------|------------------------------|---|---|
| Unvested LTIP Units ⁽¹⁾ | Â ⁽²⁾⁽³⁾ | Â ⁽²⁾ | Common Stock, \$0.0001 par value per share | 8,365 | \$ ⁽²⁾ | D | Â |
| Vested LTIP Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock, \$0.0001 par value per share | 4,183 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock, \$0.0001 par value per share | 18,828 | \$ ⁽⁵⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock, \$0.0001 par value per share | 32,815 | \$ ⁽⁷⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock, \$0.0001 par value per share | 17,538 | \$ ⁽⁸⁾ | D | Â |
| Performance Stock Units | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock, \$0.0001 par value per share | 17,538 | \$ ⁽¹⁰⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zimmerman Gregory E C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS, OH 43215 | Â | Â | Â Exec VP, Development | Â |

Signatures

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

11/13/2017

**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) Represents long-term incentive performance ("LTIP") units of Washington Prime Group, L.P (the "Operating Partnership"), of which Washington Prime Group Inc. (the "Company" or "Issuer") is the sole general partner, issued to Mr. Zimmerman (the "Reporting Person") on February 25, 2016 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 2015B LTIP Units" under the Incentive Plan.
- (2) 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.
- (3) Subject to certain exceptions, the listed LTIP units will vest in installments on January 1, 2018 and January 1, 2019.
- (4) For the listed restricted stock units ("RSUs"), 50% shall vest and become nonforfeitable on August 3, 2018 and the remaining 50% will vest on August 3, 2019, 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
- (5) Each of the RSUs was issued to the Reporting Person on August 3, 2015 in connection with his hiring and represents a contingent right to receive one share of Common Stock.
- (6) The RSUs shall vest and become nonforfeitable in one-third (33%) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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 filing of this Statement shall not be construed as an admission: (a) that the person filing this

Exhibit 24 & 211; Limited Power of Attorney, dated October 31, 2017.

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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