

Equity Commonwealth
Form 8-K
January 28, 2016

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): **January 26, 2016**

EQUITY COMMONWEALTH

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

1-9317
(Commission File Number)

04-6558834
(IRS Employer Identification No.)

Two North Riverside Plaza, Suite 2100, Chicago, IL
(Address of Principal Executive Offices)

60606
(Zip Code)

(312) 646-2800

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(Registrant's Telephone Number, Including Area Code)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e)

2015 Long-Term Incentive Plan Equity Awards

On January 26, 2016, the Compensation Committee (the *Committee*) of Equity Commonwealth (the *Company*) approved the grant of equity awards (the *LTIP Awards*) to the *Company*'s named executive officers (the *Executive Officers*) for fiscal year 2015 performance pursuant to the *Company*'s previously approved and disclosed long-term incentive program (the *LTIP*), including the award of 19,606 LTIP Shares and 39,807 LTIP RSUs to David Weinberg. Based on the closing price of the *Company*'s common shares of \$26.93 on January 26, 2016, at which price the LTIP Awards were granted, the LTIP Awards represent target compensation of \$1,600,000 to Mr. Weinberg, which is \$300,000 more than the target LTIP compensation for Mr. Weinberg approved by the *Committee* on October 28, 2014.

2016 Annual Base Salary

Also on January 26, 2016, the *Committee* approved annual base salaries to be paid to the *Executive Officers*, including an increase to Mr. Weinberg's annual base salary from \$450,000 to \$550,000.

Additional information regarding compensation actions taken by the *Committee* on January 26, 2016 will be included in the *Company*'s 2016 Proxy Statement when filed with the Securities and Exchange Commission.

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.

EQUITY COMMONWEALTH

| | |
|--------|---|
| By: | /s/ Orrin S. Shifrin |
| Name: | Orrin S. Shifrin |
| Title: | Executive Vice President, General Counsel and Secretary |

Date: January 28, 2016