

City Office REIT, Inc.
Form 8-K/A
December 15, 2017

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 29, 2017

City Office REIT, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-36409
(Commission
File Number)

98-1141883
(I.R.S. Employer
Identification No.)

1075 West Georgia Street, Suite 2010,

**Vancouver, British Columbia,
(Address of principal executive offices)**

(604) 806-3366

**V6E 3C9
(Zip Code)**

(Registrant's telephone number, including area code)

Not Applicable

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

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This Form 8-K/A amends and supplements the Form 8-K filed by City Office REIT, Inc. (the Company) on October 5, 2017 (the Original Filing) reporting the acquisition of the property known as the San Diego Portfolio, an approximately 669,653 square foot, ten-building portfolio and five-acre land parcel located in San Diego, California, to include the historical financial statements and pro forma information required by Item 9.01(a) and (b) of Form 8-K. This Form 8-K/A should be read in conjunction with the Original Filing.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Property Acquired.

The following Statements of Revenues and Certain Expenses for the San Diego Portfolio are set forth in Exhibit 99.1, which is incorporated herein by reference.

Report of Independent Auditors.

Statements of Revenues and Certain Expenses for the six months ended June 30, 2017 and the year ended December 31, 2016.

Notes to Statements of Revenues and Certain Expenses for the six months ended June 30, 2017 and the year ended December 31, 2016.

(b) Pro Forma Financial Information.

The following pro forma financial statements for the Company are set forth in Exhibit 99.2, which is incorporated herein by reference.

Unaudited Pro Forma Consolidated Balance Sheet as of June 30, 2017.

Unaudited Pro Forma Consolidated and Combined Statement of Operations for the six months ended June 30, 2017 and the year ended December 31, 2016.

Notes to Unaudited Pro Forma Consolidated and Combined Financial Statements.

(c) Not applicable.

(d) Exhibits:

Exhibit

Number

Description

| | |
|------|--|
| 23.1 | <u>Consent of KPMG LLP</u> |
| 99.1 | <u>Statements of Revenues and Certain Expenses for the San Diego Portfolio for the six months ended June 30, 2017 and the year ended December 31, 2016</u> |

99.2

Unaudited Pro Forma Financial Information for the Company

SIGNATURES

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

CITY OFFICE REIT, INC.

Date: December 14, 2017

By: /s/ James Farrar

Name: James Farrar

Title: Chief Executive Officer