

Gerber Stephan
Form 3
February 15, 2019

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Gerber Stephan		(Month/Day/Year)	WASHINGTON PRIME GROUP INC. [WPG]	
(Last)	(First)	(Middle)	02/12/2019	
C/O WASHINGTON PRIME GROUP INC., Â 180 EAST BROAD STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
COLUMBUS, Â OH Â 43215			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior VP, Property Mgmt.	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

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	407	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	
Stock Option (Right to Buy)	Â <u>(1)</u>	03/04/2020	Common Stock, \$0.0001 par value per share	7,839	\$ 5.76	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/04/2021	Common Stock, \$0.0001 par value per share	7,839	\$ 11.97	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/09/2022	Common Stock, \$0.0001 par value per share	7,839	\$ 12.67	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/09/2023	Common Stock, \$0.0001 par value per share	7,839	\$ 16.56	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/06/2024	Common Stock, \$0.0001 par value per share	7,839	\$ 13.1	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/21/2025	Common Stock, \$0.0001 par value per share	10,000	\$ 14.28	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	05/17/2026	Common Stock, \$0.0001 par value per share	7,500	\$ 9.95	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock, \$0.0001 par value per share	1,250	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>		2,313	\$ <u>(4)</u>	D	Â

Common
Stock,
\$0.0001
par value
per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gerber Stephan C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS, OH 43215	^	^	^ Senior VP, Property Mgmt.	^

Signatures

/s/ Stephen E. Ifeduba, as
Attorney-in-Fact

02/14/2019

**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) These stock options are exercisable and, subject to the terms of the stock option award agreement, will remain exercisable until the expiration date.
 - (2) 5,000 of these options are exercisable and the remaining 2,500 will become exercisable on May 17, 2019 subject to the terms of the stock option award agreement. The options will remain exercisable, subject to the terms of the stock option award agreement, until the expiration date.
 - (3) The listed restricted stock units ("RSUs") shall vest and become non-forfeitable in equal installments on May 18, 2019 and May 18, 2020 subject to the terms and conditions of the award agreement.
 - (4) Each of the RSUs was issued to the Reporting Person as incentive compensation and represents a contingent right to receive one share of the Issuer's common stock.
 - (5) The listed RSUs shall vest and become non-forfeitable in three equal installments on April 4, 2019, April 4, 2020 and April 4, 2021 subject to the terms and conditions of the award agreement.

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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 – Limited Power of Attorney, dated February 12, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.