Ajdaharian Paul S
Form 3/A
February 01, 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 *
Â Ajdaharian Paul S
(Last) (First) (Middle)

C/O WASHINGTON PRIME GROUP INC.,Â 180 EAST BROAD STREET
(Street)

COLUMBUS,Â OHÂ 43215
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/02/2017

3. Issuer Name **and** Ticker or Trading Symbol
WASHINGTON PRIME GROUP INC. [WPG]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Exec VP, Head of Open Air Ctrs

5. If Amendment, Date Original Filed(Month/Day/Year)
11/13/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	9,302.86	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)

	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	1,250	$ [2]	D	Â
Vested LTIP Units [1]	Â [2]	Â [2]	Common Stock, $0.0001 par value per share	3,750	$ [2]	D	Â
Unvested LTIP Units [4]	Â [2][5]	Â [2]	Common Stock, $0.0001 par value per share	8,328	$ [2]	D	Â
Vested LTIP Units [4]	Â [2]	Â [2]	Common Stock, $0.0001 par value per share	4,119	$ [2]	D	Â
Restricted Stock Units	Â [6]	Â [6]	Common Stock, $0.0001 par value per share	34,804	$ [7]	D	Â
Restricted Stock Units	Â [6]	Â [6]	Common Stock, $0.0001 par value per share	18,601	$ [8]	D	Â
Performance Stock Units	Â [9]	Â [9]	Common Stock, $0.0001 par value per share	18,601	$ [10]	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ajdaharian Paul S C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS,Â OHÂ 43215	Â	Â	Â Exec VP, Head of Open Air Ctrs	Â

Signatures

/s/ Stephen E. Ifeduba, attorney-in-fact	02/01/2019
**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)	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. Ajdaharian (the "Reporting Person") on August 25, 2014 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 2014B 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 on August 25, 2018.
(4)	Represents LTIP units of the Operating Partnership issued to the Reporting Person on February 25, 2016 as long-term incentive compensation pursuant to the Incentive Plan in compliance with Rule 16b-3. These LTIP units were issued as "Series 2015B LTIP Units" under the Incentive Plan.
(5)	Subject to certain exceptions, 50% of the listed LTIP units will vest on January 15, 2018 and the remaining 50% will vest on January 15, 2019.
(6)	The listed restricted stock units ("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:

TheÂ FormÂ 3Â filedÂ onÂ NovemberÂ 13,Â 2017Â (theÂ "InitialÂ FormÂ 3")Â forÂ theÂ ReportingÂ PersonÂ isÂ being

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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