

PORTNOY ADAM D.

Form 4

January 02, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PORTNOY ADAM D.

2. Issuer Name **and** Ticker or Trading
Symbol
SELECT INCOME REIT
[NASDAQ:SIR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O THE RMR GROUP
LLC., TWO NEWTON PL., 255
WASH. ST., STE. 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

NEWTON, MA 02458

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest	12/31/2018		D	107,535	D \$ 0 (1)	0 (2)	D
Common Shares of Beneficial Interest	12/31/2018		D	1,483,898	D \$ 0 (3)	0 (2)	I See footnote (3)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PORTNOY ADAM D.
C/O THE RMR GROUP LLC,
TWO NEWTON PL., 255 WASH. ST., STE. 300
NEWTON, MA 02458

X

Signatures

/s/ Adam D.
Portnoy

01/02/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 14, 2018, by and among Government Properties Income Trust ("GOV"), GOV MS REIT, a wholly owned subsidiary of GOV, and the issuer in exchange for

(1) 111,836 GOV common shares of beneficial interest having a market value of \$6.87 per share on the effective date of the merger of the issuer with and into GOV MS REIT (the "Merger"), based on the closing price of GOV's common shares of beneficial interest on such effective date, plus cash in lieu of fractional shares.

Disposed of pursuant to the Merger Agreement in exchange for 1,543,253 GOV common shares of beneficial interest having a market

(2) value of \$6.87 per share on the effective date of the Merger, based on the closing price of GOV's common shares of beneficial interest on such effective date.

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- These shares were held by ABP Trust; Mr. Portnoy, as president, sole trustee and a beneficial owner of ABP Trust, may have been
- (3) deemed to be a beneficial owner of these shares, but Mr. Portnoy disclaimed such beneficial ownership except to the extent of his pecuniary interest therein.

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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