

PS BUSINESS PARKS INC/CA  
Form 8-A12B  
December 01, 2017

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**PS Business Parks, Inc.**

**(Exact name of registrant as specified in its charter)**

**California**  
**(State of incorporation**

**or organization)**

**701 Western Avenue, Glendale, California**  
**(Address of principal executive offices)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**95-4300881**  
**(IRS Employer**

**Identification No.)**

**91201-2349**  
**(Zip Code)**

| <b>Title of each class<br/>to be so registered</b>                               | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Depository Shares Each Representing 1/1,000 of a<br/>Share of</b>             | <b>New York Stock Exchange, Inc.</b>                                     |
| <b>5.20% Cumulative Preferred Stock, Series Y, par value<br/>\$.01 per share</b> |  |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-202624 (if applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**N/A**

**(Title of class)**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Depositary Shares Each Representing 1/1,000 of a Share of 5.20% Cumulative Preferred Stock, Series Y, par value \$.01 per share, of PS Business Parks, Inc. is included on the cover page and under the section entitled "Description of Preferred Stock and Depositary Shares" beginning on page S-5 of the prospectus supplement dated November 30, 2017 to the prospectus dated March 9, 2015 (relating to the Registrant's Registration Statement on Form S-3 (No. 333-202624) that was filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933 (the "Prospectus Supplement"), which Prospectus Supplement shall be deemed to be incorporated herein by this reference.

**Item 2. Exhibits.**

The following exhibits are being filed with the copies of this Form 8-A Registration Statement filed with the New York Stock Exchange, Inc. and the Securities and Exchange Commission:

Exhibit 3.1 Certificate of Determination for the 5.20% Cumulative Preferred Stock, Series Y filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 1, 2017 and incorporated herein by reference.

Exhibit 4.1 Deposit Agreement dated as of November 30, 2017 among PS Business Parks, Inc., American Stock Transfer & Trust Company, LLC, as depositary, and the holders of the depositary receipts issued thereunder, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 1, 2017 and incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

PS BUSINESS PARKS, INC.

By: /s/ Maria R. Hawthorne

Name: Maria R. Hawthorne

Title: President and Chief Executive Officer

Date: December 1, 2017