

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

GOVERNMENT PROPERTIES  
INCOME TRUST [NASDAQ:OPI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

12/31/2018

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

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

(Street)

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

NEWTON, MA 02458

(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		A	111,836	A \$ 0 (1)	529,803 (2)	D
Common Shares of Beneficial Interest	12/31/2018		A	1,543,253	A \$ 0 (3)	2,305,034 (2)	I
							See Footnote (4)

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

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.

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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).

(1) Acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 14, 2018, by and among the issuer, GOV MS REIT, a wholly owned subsidiary of the issuer, and Select Income REIT ("SIR") in exchange for 107,535 SIR common shares of beneficial interest having a market value of \$7.36 per share on the effective date of the merger of SIR with and into GOV MS REIT (the "Merger"), based on the closing price of SIR's common shares of beneficial interest on such effective date.

(2) Following the closing of the Merger on December 31, 2018, the issuer changed its name from Government Properties Income Trust to Office Properties Income Trust, and the issuer effected a reverse share split (the "Reverse Split") pursuant to which every four common shares of the issuer were converted and reclassified into one common share of the issuer, subject to the receipt of cash in lieu of fractional shares. The amounts set forth in the table are presented prior to giving effect to the impact of the Reverse Split.

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- Acquired pursuant to the Merger Agreement in exchange for 1,483,898 SIR common shares of beneficial interest having a market value
- (3) of \$7.36 per share on the effective date of the Merger, based on the closing price of SIR's common shares of beneficial interest on such effective date.

- These shares are held by ABP Trust; Mr. Portnoy, as president, sole trustee and a beneficial owner of ABP Trust, may be deemed to be a
- (4) beneficial owner of these shares, but Mr. Portnoy disclaims 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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