

PORTNOY ADAM D.  
Form 4  
January 02, 2019

**FORM 4**

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

OMB APPROVAL

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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

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

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



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- (3) Acquired pursuant to the Merger Agreement in exchange for 1,483,898 SIR common shares of beneficial interest having a market value 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.

- (4) 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 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.

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.