#### Edgar Filing: KARP DAVID A - Form 4

KARP DAV	ID A										
Form 4	210										
March 22, 20											
FORM	$14_{\text{UNITED}}$	STATES	SECU	RITIFS A	ND FY	CHANGE	COMMISSIO	NT.	PPROVAL		
	UNITED	SIAILS		shington				NOMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(	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 I	Responses)										
I			2. Issuer Name <b>and</b> Ticker or Trading Symbol Empire State Realty Trust, Inc. [ESRT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/20/2019</li></ul>			Director 10% Owner X Officer (give title Other (specify below) below) EVP and CFO					
			Amendment, Date Original Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YOR	K, NY 10120						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect				
Reminder: Ren	port on a separate line	e for each el	ass of sec	Code V		(D) Price					

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of ctiorDerivative Securities Acquired 8) (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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(1)</u>	<u>(1)</u>	03/20/2019		J <u>(2)</u>		45,630	(1)	(1)	Class A Common Stock	45,630
LTIP Units <u>(1)</u>	<u>(1)</u>	03/20/2019		А	$\begin{array}{c} 12,390 \\ \underline{\scriptstyle (3)} \\ \underline{\scriptstyle (4)} \end{array}$		(1)(3)(4)	<u>(1)</u>	Class A Common Stock	12,390
LTIP Units (1)	<u>(1)</u>	03/20/2019		А	57,242 $(4) (5)$		(1)(4)(5)	<u>(1)</u>	Class A Common Stock	57,242

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
	Director	10% Owner	Officer	Other				
KARP DAVID A C/O EMPIRE STATE REALTY TRUST, I 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120			EVP and CFO					
Signatures								
/s/ Bart S. Goldstein, Attorney-in-Fact	03/22/2019							
**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).

These represent long term incentive plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon sufficient allocations to the capital accounts of the LTIP Units for federal income tax purposes, LTIP

(1) Units are convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership interests ("Operating Partnership Units") of the Operating Partnership, which are redeemable by the holder for shares of Class A Common Stock of Empire State Realty Trust, Inc. (the "Issuer") on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP units into Operating Partnership Units and redeem Operating Partnership Units do not have expiration dates.

These LTIP Units were granted on February 29, 2016 and were scheduled to vest based on the achievement of certain performance(2) criteria relating to the Issuer's total return to the shareholders during a three-year performance period ending December 31, 2018. These units were forfeited due to failure to satisfy such performance criteria as of December 31, 2018.

These represent fully vested LTIP Units issued, pursuant to the Issuer's First Amended and Restated Empire State Realty Trust, Inc.(3) Empire State Realty OP, L.P. 2013 Equity Incentive Plan (as amended and restated as of April 4, 2016), in connection with an annual incentive bonus compensation election made by the reporting person

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- (4) Each of the LTIP Units is subject to a holding period for an additional two years following the applicable vesting date of such LTIP Unit.
- (5) These LTIP Units vest 25% ratably on each of the first four anniversaries of January 1, 2019, subject to continued employment through such dates.

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.