

WASHINGTON PRIME GROUP INC.

Form 8-K

February 27, 2017

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): February 21, 2017

**WASHINGTON PRIME GROUP INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or other jurisdiction of  
incorporation)

**001-36252**

(Commission File Number)

**046-4323686**

(IRS Employer Identification No.)

**180 East Broad Street**

**43215**

**Columbus, Ohio**

(Address of principal executive  
offices)

(Zip Code)

Registrant's telephone number, including area code: **(614) 621-9000**

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**I. Adoption of the 2017 WPG Executive Bonus Plan**

On February 21, 2017 (the “Adoption Date”), the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Washington Prime Group Inc. (the “Registrant,” “Company,” or “WPG”) approved the terms and conditions for the 2017 WPG Executive Bonus Plan (the “Plan”) for the Company’s senior management team, including its “named executive officers” (as defined by Item 402(a)(3) of Regulation S-K) (each a “Named Executive Officer”). The Plan establishes the percentage targets for bonus payments to such officers specifically named in the Plan (together with the Named Executive Officers, the “Officers” or “Participants”) for performance achieved during fiscal year 2017. Under the Plan, each Participant has a bonus target that is a percentage of such Participant’s base salary paid during 2017 from which the bonus payment under the Plan will be determined. The bonus targets for each Named Executive Officer are as follows:

<b>Officers</b>	<b>Bonus Target</b>
Chief Executive Officer	150% of paid salary
Executive Vice President and Chief Financial Officer	125% of paid salary
Executive Vice President and Chief Operating Officer	175% of paid salary
Executive Vice President, General Counsel and Secretary	150% of paid salary
Senior Vice President, Finance and Chief Accounting Officer	75% of paid salary

The Plan has three components based on the achievement of certain results related to (x) Funds from Operations (“FFO”) at 50%, (“FFO Component”) (y) individual objectives (“Individual Objectives”) at 25% (“Individual Component”) and (z) strategic objectives (collectively, “Strategic Objectives”) at 25% (“Strategic Component”). The Committee specifically approves the Individual Objectives and the Strategic Objectives for each Named Executive Officer at the Committee’s first regular meeting of the year. The Committee has discretionary rights to approve each Participant’s bonus based on its assessment of the achievement of the performance goals further described below.

The threshold, target and maximum levels for each Participant varies between Participants based on the percentage of actual base earnings during 2017. The amount of a Participant’s actual bonus under the Plan is determined based upon an evaluation of the respective Participant’s performance of Individual Objectives, Strategic Objectives and the Registrant’s year-end FFO results (the “FFO Results”). The threshold, target and maximum performance levels for the FFO Component, Individual Component and Strategic Component are 25%, 100% and up to 200%, respectfully.

With respect to the FFO Component, the Committee retains full discretion to reject adjustments for year-end FFO related to, among other things, merger or transaction costs, any financial impact of acquisitions and dispositions or similar transactions, non-cash write downs or impairments and the financial impact of charges or expenditures for certain development projects. With respect to the Individual Component, Individual Objectives are to be specific, measurable and limited to no more than five per person and beyond the normal day-to-day responsibilities. The Committee can reevaluate Individual Objectives should business circumstances beyond the Company's control occur. With respect to the Strategic Component, the Named Executive Officers shall have the same corporate objectives. The achievement levels for each of the FFO, Individual and Strategic Components shall be approved by the Committee's first regular meeting of the year. In order to receive a bonus under the Plan, the Participant needs to be actively employed by the Company on the date the bonus is approved by the Committee.

II. Adoption of the 2017 Long Term Incentive Compensation Awards

On the Adoption Date, the Committee approved the terms and conditions for the 2017 Long Term Incentive Compensation Awards (the "LTIP Program") for the Company's Officers. The LTIP Program establishes the percentage targets and specific terms for long-term incentive compensation awards issued under the Washington Prime Group, L.P.'s 2014 Stock Incentive Plan (the "2014 Plan"). The LTIP Program provides Officers with the opportunity to receive (i) time-based restricted stock units ("RSUs") and (ii) performance-based performance stock units ("PSUs") based, in part, on the results of WPG performance and the Officer's service.

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The number of RSUs to be issued shall be determined by dividing an amount (i.e., either a percentage of salary or actual dollar amount) by the closing price of a share of the Company's common stock on the Adoption Date. The RSUs shall be subject to the terms and conditions of the 2014 Plan and the applicable RSU award agreement. The issued RSUs shall vest in three equal tranches on each annual anniversary of the Equity Award Date, subject to the Officer's continued employment with the Company through each vesting date. During the period prior to vesting, dividend equivalents will be paid with respect to the RSUs granted.

On the Adoption Date, the target number of PSUs granted shall be determined by dividing an amount (i.e., either a percentage of salary or actual dollar amount) by the closing price of a share of the Company's common stock on the Adoption Date ("Equity Award Target"). Subject to the terms and conditions of the applicable award agreement and 2014 Plan, actual PSUs earned may range from 0% to 150% of the Equity Award Target, based on the achievement of the Company's total shareholder return compared to the Company's pre-determined retail REIT peer group over a three-year performance period that commences on the Adoption Date. During this three-year period prior to the vesting and settlement of PSUs, dividend equivalents will be paid by the issuance of common shares and will accrue with respect to the number of PSUs that actually vest at the end of the applicable performance period corresponding to the amount of any dividends paid by the Company to the Company's common shareholders for the applicable dividend payment dates. Such dividend equivalents for PSUs will be released at the time the PSUs are settled.

### III. Amendment to the Amended and Restated Employment Agreement – Robert P. Demchak

On the Adoption Date, the Committee approved an amendment (the "Amendment") to the Amended and Restated Employment Agreement dated January 31, 2017 by and between the Company and Robert P. Demchak, Executive Vice President, General Counsel and Corporate Secretary of the Company (the "Employment Agreement"). Under the terms of the Amendment, the target number of PSUs granted to Mr. Demchak shall be determined by dividing \$250,000 by the closing price of a share of the Company's common stock on the Adoption Date. The number of RSUs granted to Mr. Demchak shall be determined by dividing \$250,000 by the closing price of a share of the Company's common stock on the Adoption Date. All other terms of the Employment Agreement remain unaltered and of full force and effect.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WASHINGTON PRIME GROUP INC.**

By:     /s/ Robert P. Demchak

Name: Robert P. Demchak

Date: February 27, 2017

Title: Executive Vice President, General Counsel and Corporate Secretary