

Yale Mark Edward  
Form 4  
February 22, 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**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yale Mark Edward

(Last) (First) (Middle)

C/O WASHINGTON PRIME  
GROUP INC., 180 EAST BROAD  
STREET

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
WASHINGTON PRIME GROUP  
INC. [WPG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec VP, CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Stock, par value \$0.0001 per share	02/20/2019		M	16,393 A <u>(1)</u>	252,274	D	
Common Stock, par value \$0.0001 per share	02/21/2019		M	16,574 A <u>(2)</u>	268,848	D	

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Common  
Stock, par  
value 02/21/2019 M 10,439 A (2) 279,287 D  
\$0.0001 per  
share

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	02/20/2019		M	16,393	<u>(4)</u> <u>(3)</u>	Common Stock, par value 16,3 \$0.0001 per share
Restricted Stock Units	<u>(3)</u>	02/21/2019		M	16,574	<u>(5)</u> <u>(3)</u>	Common Stock, par value 16,5 \$0.0001 per share
Restricted Stock Units	<u>(3)</u>	02/21/2019		M	10,439	<u>(5)</u> <u>(3)</u>	Common Stock, par value 10,4 \$0.0001 per share
Restricted Stock Units	<u>(3)</u>	02/20/2019		A	51,993	<u>(6)</u> <u>(6)</u>	Common Stock, par value 51,9 \$0.0001 per share
Performance Stock Units	<u>(7)</u>	02/20/2019		A	51,993	<u>(8)</u> <u>(8)</u>	Common Stock, par value 51,9 \$0.0001

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yale Mark Edward C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS, OH 43215			Exec VP, CFO	

## Signatures

/s/ Stephen E.  
Ifeduba

02/22/2019

\_\_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).
- (1) Issuer's common stock (the "Common Stock") acquired upon vesting of restricted stock units ("RSUs") awarded to the Reporting Person on February 20, 2018 (the "Grant Date").
- (2) Common Stock acquired upon vesting of restricted stock units ("RSUs") awarded to the Reporting Person on February 21, 2017 (the "Second Grant Date").
- (3) Each of the RSUs represents a contingent right to receive one share of Common Stock.
- (4) Listed RSUs were awarded on the Grant Date and represent a portion of the total award that vests on the annual anniversary of the Grant Date and is converted on a one-for-one basis to Common Stock.
- (5) Listed RSUs were awarded on the Second Grant Date and represent a portion of the total award that vests on the annual anniversary of the Second Grant Date and is converted on a one-for-one basis to Common Stock.
- (6) The awarded RSUs shall vest and become non-forfeitable in one-third installments on each of the first, second and third anniversaries of February 20, 2019, provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement and subject to certain provisions of such agreement relating to a change in control of the Issuer.
- (7) Each of the performance stock units ("PSUs") represents a contingent right to receive one share of Common Stock.
- (8) Unvested PSUs shall be earned based upon the satisfaction of certain relative total shareholder return criteria ("TSR Criteria") with the number of earned PSUs ranging from 0% to 150% of the allocated amount awarded based on the achievement of the Company in the TSR Criteria over a three-year performance period from February 20, 2019 to February 20, 2022 ("Vesting Date"), provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement and subject to certain provisions of such agreement relating to a change in control of the Issuer. Settlement of the PSUs shall occur as soon as practicable after the Vesting Date, but no later than March 15, 2023.

### Remarks:

This Form 4 is executed pursuant to the Limited Power of Attorney filed as Exhibit 24 to a Form 3 filed on February 23, 2017.

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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