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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) August 20, 2013

**WASHINGTON REAL ESTATE  
INVESTMENT TRUST**

(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State of incorporation)

**1-6622**  
(Commission File Number)

**53-0261100**  
(IRS Employer Identification Number)

**6110 EXECUTIVE BOULEVARD, SUITE 800, ROCKVILLE, MARYLAND 20852**  
(Address of principal executive office) (Zip code)

**Registrant's telephone number, including area code: (301) 984-9400**

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.**

On August 20, 2013, Washington Real Estate Investment Trust (the “Company”) announced that it had selected Mr. Paul T. McDermott to be its new President and Chief Executive Officer and had entered into an employment letter specifying the terms of his employment.

Mr. McDermott (age 51) served as Senior Vice President and Managing Director of The Rockefeller Group from June 2010 through August 2013, where he headed up the domestic acquisitions team for Rockefeller Group Investment Management Corp., the investment management arm of The Rockefeller Group. Prior to joining The Rockefeller Group, he served from 2006 to June 2010 as Principal and Chief Transaction Officer at PNC Realty Investors, where he led the company's acquisition, disposition, development and capital markets efforts nationally, across multiple asset classes. Between 2002 and 2006, he held two primary officer roles at Freddie Mac - Chief Credit Officer of the Multifamily Division and Head of Multifamily Structured Finance and Affordable Housing. From 1997 to 2002, he served as Head of the Washington, DC Region for Lend Lease Real Estate Investments. Mr. McDermott holds a BS in Business Administration from Shepherd University and an MBA in Finance from The American University.

Mr. McDermott's annual base salary will be \$500,000. After December 31, 2014, the Board will review his base salary on an annual basis and may increase it in its discretion. In connection with entering into the employment letter, Mr. McDermott will be awarded 21,000 restricted Company common shares on his start date. These shares will vest in equal installments of 7,000 shares each over a three year period while he remains employed, on the first, second and third anniversary dates of his start date. If he is terminated without Cause (as defined below), all of the then remaining unvested shares would become vested on the termination date. In accordance with the Company's stock ownership guidelines, as they may be amended by the Board from time to time, Mr. McDermott will be required to attain an aggregate number of Company shares having a market value of at least three times his base salary within five years of becoming employed by the Company. This aggregate number of shares will be determined based on the market value of the shares on the 60 trading days prior to his start date. Once established, this share ownership goal will not change based solely on changes in his base salary or fluctuations in the share price.

Effective January 1, 2014, Mr. McDermott will be eligible to participate in the Company's Short-Term Incentive Plan (STIP) and Multi-Year Long-Term Incentive Plan (LTIP) at the CEO level, in accordance with the terms of the STIP and the LTIP, as the terms of such plans have been previously reported in the Company's proxy statement and as they may be amended by the Board for all participating employees generally from time to time.

Mr. McDermott is entitled to certain insurance and leave benefits and participation in the Company's 401k plan, including a Company match of 100% of his contribution up to a maximum of the lesser of \$7,650 or 3% of his base salary. He will also participate in the Company's supplemental executive retirement plan (SERP), which plan is described in the Company's proxy statement. He is also entitled to an automobile allowance of \$14,000 per year and reimbursement of up to \$15,000 for legal expenses for reviewing the employment letter.

The employment letter requires Mr. McDermott to protect the confidentiality of the Company's confidential information. He will enter into the form of Indemnification Agreement entered into by and between the Company and its other officers and Board members.

The employment letter provides that either Mr. McDermott or the Company may terminate the employment relationship at any time for any lawful reason, with or without Cause or Good Reason (as defined below) or notice. If Mr. McDermott's employment is terminated without Cause or he terminates for Good Reason, he would receive the following severance benefits, payable in installments according to Company's payroll cycle and pro-rata portions of any STIP and LTIP values as determined by the applicable plans, provided that he signs the Company's standard Separation Agreement and General Release. If termination without Cause or for Good Reason occurs between October 1, 2013 and September 30, 2015, he would receive 24 months of base salary, and if termination without Cause or for Good Reason occurs on October 1, 2015 or thereafter, he would receive 12 months of base salary.

Under the employment letter, “Cause” means commission of a felony or crime of moral turpitude; conduct in the performance of duties which is illegal, dishonest, fraudulent or disloyal; breach of any fiduciary duty owed to the Company; any action or inaction that constitutes a material breach of the employment letter which is not cured to the Company's reasonable satisfaction within 30 days of receipt of written notice advising of such material breach; or gross neglect of duty which is not cured to the Company's reasonable satisfaction within 30 days of receipt of written notice advising of such gross neglect, and “Good Reason” means a material diminution in base salary or a material diminution in overall base compensation earning potential that is not agreed to by the employee (other than due to failure to achieve performance-based measures), a material diminution

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in authority, duties or responsibilities, a material change in geographic location at which the employee is employed, or any action or inaction by the Company that constitutes a material breach of the employment letter, provided the employee gives written notice within 90 days after the condition providing the basis for such Good Reason first exists and if such Good Reason has not been corrected or cured within 30 days after the Company has received written notice of the employee's intent to terminate his employment for Good Reason and specifying in detail the basis for such termination.

Mr. McDermott is expected to commence his employment with the Company on October 1, 2013.

The foregoing description is qualified in its entirety by reference to the complete employment letter, a copy of which will be filed with the SEC.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are furnished with this report on Form 8-K:

Exhibit Number	Description
99.1	Press release issued August 20, 2013 regarding the appointment of Paul T. McDermott

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**SIGNATURES**

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 REAL ESTATE INVESTMENT TRUST  
(Registrant)

By: /s/ Laura M. Franklin  
(Signature)

Laura M. Franklin  
Executive Vice President  
Accounting and Administration

August 20, 2013  
(Date)

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**EXHIBIT INDEX**

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## NEWS RELEASE

CONTACT:  
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**August 20, 2013**

### **WASHINGTON REAL ESTATE INVESTMENT TRUST ANNOUNCES SELECTION OF PAUL T. MCDERMOTT AS NEW CHIEF EXECUTIVE OFFICER**

Rockville, MD (August 20, 2013) The Board of Trustees of Washington Real Estate Investment Trust (WRIT) (NYSE:WRE) today announced the appointment of Paul T. McDermott as the company's new President and Chief Executive Officer. He will also serve on the WRIT Board of Trustees. Mr. McDermott will succeed George F. "Skip" McKenzie, who has served as President and CEO of WRIT since 2007. In January 2013, Mr. McKenzie announced his intention to retire pending the appointment of a successor.

Mr. McDermott comes to WRIT from The Rockefeller Group, a wholly owned subsidiary of Mitsubishi Estate Co., Ltd., where he served as Senior Vice President and Managing Director and headed up the domestic acquisitions team for Rockefeller Group Investment Management Corp., the investment management arm of this leading developer, owner and operator of global real estate. His responsibilities also included product development and portfolio strategy, as well as interfacing with private equity clients.

"We are pleased to have found an exceptional individual to assume leadership of WRIT as its fourth CEO in a 53-year history," said Charles T. "Tuck" Nason, Chairman of the WRIT Board of Trustees. "Paul not only has a deep knowledge of our industry and the DC regional market, but he also brings a broad skill set to the table. He has experience in all aspects of commercial real estate, in all asset classes WRIT owns and in capital markets, as well as strong institutional relationships and a background in risk management. We believe he is uniquely qualified to lead WRIT successfully into the future and to build value for our shareholders over the long term."

A native of the region, Mr. McDermott has been based in Washington, DC throughout his entire 29-year career. Prior to joining The Rockefeller Group, he served from 2006 to 2010 as Principal and Chief Transaction Officer at PNC Realty Investors, where he led the company's acquisition, disposition, development and capital markets efforts nationally, across multiple asset classes. Between 2002 and 2006, he held two primary officer roles at Freddie Mac - Chief Credit Officer of the Multifamily Division and Head of Multifamily Structured Finance and Affordable Housing. From 1997 to 2002, he served as Head of the Washington, DC Region for Lend Lease Real Estate Investments, then the largest real estate advisory firm in the nation.

Age 51, Mr. McDermott holds a BS in Business Administration from Shepherd University and an MBA in Finance from American University.

The appointment follows an extensive search process conducted by Ferguson Partners Ltd., a leading executive search firm. "Paul was the top choice from a group of highly qualified candidates," said John P. McDaniel, Chairman of the Board's CEO Search Committee. "He possesses the critical leadership attributes we identified as part of our selection process - strong DC real estate experience, substantial experience in a variety of disciplines and the ability to lead an integrated, diversified public REIT."

"It is an honor to be joining this storied franchise," said Mr. McDermott. "I look forward to working with a dedicated employee base to enhance WRIT's value proposition by expanding the 'Live, Work, Shop' strategy and continuing to enhance the quality of the portfolio - in order to drive value creation for our shareholders."

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Mr. McDermott will assume his responsibilities on October 1. At that point, Mr. McKenzie will officially resign from the Board, although he will continue to play an advisory role during the transition. "Paul is a great leader who is widely known and respected in the DC commercial real estate community," said Mr. McKenzie. "I'm delighted with the Board's decision and confident that Paul will deliver strong leadership to WRIT and its employees in the days and years ahead."

#### **About WRIT**

WRIT is a self-administered, self-managed, equity real estate investment trust investing in income-producing properties in the greater Washington metro region. WRIT owns a diversified portfolio of 69 properties totaling approximately 8 million square feet of commercial space and 2,540 multifamily units, and land held for development. These 69 properties consist of 25 office properties, 17 medical office properties, 16 retail centers and 11 multifamily properties. WRIT shares are publicly traded on the New York Stock Exchange (NYSE:WRE).

*Certain statements in our earnings release and on our conference call are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to, the potential for federal government budget reductions, changes in general and local economic and real estate market conditions, the timing and pricing of lease transactions, the availability and cost of capital, fluctuations in interest rates, tenants' financial conditions, levels of competition, the effect of government regulation, the impact of newly adopted accounting principles, and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2012 Form 10-K, First Quarter 2013 Form 10-Q and Second Quarter Form 10-Q. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.*

**END**