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

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): May 28, 2020

**WASHINGTON REAL ESTATE
INVESTMENT TRUST**

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation)

001-06622
(Commission File Number)

53-0261100
(IRS Employer Identification Number)

1775 EYE STREET, NW, SUITE 1000, WASHINGTON, DC 20006
(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (202) 774-3200

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Shares of Beneficial Interest	WRE	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.***Election of Directors***

At the Annual Meeting, Washington REIT's shareholders elected Benjamin S. Butcher as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Butcher received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
66,581,350	602,929	81,019	8,368,295

Washington REIT's shareholders also elected William G. Byrnes as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Byrnes received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
66,636,235	558,019	71,044	8,368,295

Washington REIT's shareholders also elected Edward S. Civera as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Civera received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
66,322,862	858,616	83,820	8,368,295

Washington REIT's shareholders also elected Ellen M. Goitia as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until her successor is elected and qualifies. Ms. Goitia received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
66,671,821	531,482	61,995	8,368,295

Washington REIT's shareholders also elected Paul T. McDermott as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. McDermott received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
65,223,220	1,960,685	81,393	8,368,295

Washington REIT's shareholders also elected Thomas H. Nolan, Jr. as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Nolan received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
66,869,133	310,900	85,265	8,368,295

Washington REIT's shareholders also elected Anthony L. Winns as a trustee of the Board to serve until the Trust's 2021 Annual Meeting of Shareholders and until her successor is elected and qualifies. Mr. Winns received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
66,549,094	634,897	81,307	8,368,295

Advisory Vote to Approve Named Executive Officer Compensation

Washington REIT's shareholders approved, by nonbinding advisory vote, the compensation paid to Washington REIT's named executive officers. This proposal received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
65,972,144	1,037,564	255,590	8,368,295

Ratification of Ernst & Young as the Trust's Independent Registered Public Accounting Firm

Washington REIT's shareholders ratified the appointment of Ernst & Young LLP as Washington REIT's independent registered public accounting firm for the fiscal year ending December 31, 2020. This proposal received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
74,858,431	669,262	105,900	—

The results reported above are final voting results.

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/ Taryn D. Fielder
(Signature)

Taryn D. Fielder
Senior Vice President, General Counsel and
Corporate Secretary

June 1, 2020

(Date)