
**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): June 1, 2017

**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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Amendment to Articles of Amendment and Restatement

On June 1, 2017, Washington Real Estate Investment Trust (“Washington REIT” or the “Trust”) held its 2017 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the Trust’s shareholders voted, among other things, to approve an amendment (the “Declassification Amendment”) to Section 5.2 of the Trust’s Articles of Amendment and Restatement (the “Declaration of Trust”) to declassify the Board of Trustees (the “Board”). As a result of the approval of the Declassification Amendment at the Annual Meeting, each of the trustees elected at the Annual Meeting were, and each of the trustees elected at all future annual meetings will be, elected for a one year term. Beginning with the 2019 annual meeting of shareholders, when the last term in the classified board is scheduled to expire, all members of the Board will be elected annually and, in each case, until his or her respective successor is duly elected and qualifies.

At the Annual Meeting, Washington REIT’s shareholders also voted, among other things, to approve an amendment to Section 8.2 of the Declaration of Trust, to enable Washington REIT’s shareholders to have a concurrent right, along with the right of the Board, to vote to amend the Trust’s Amended and Restated Bylaws (the “Bylaws”) by a majority vote of the outstanding shares entitled to be cast on the matter (the “Shareholder Voting Amendment”).

The foregoing descriptions of the Declassification Amendment and the Shareholder Voting Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the Articles of Amendment to the Declaration of Trust (the “Articles of Amendment”), which is attached to this report as Exhibit 3.1 and is incorporated herein by reference.

The Declassification Amendment and the Shareholder Voting Amendment became effective upon the filing of the Articles of Amendment with the Maryland State Department of Assessments and Taxation on June 2, 2017.

Amendment to Bylaws

As previously disclosed, on February 8, 2017, the Board approved, subject to approval of the Shareholder Voting Amendment by Washington REIT’s shareholders at the Annual Meeting, an amendment to Article XIV of the Bylaws to provide shareholders, in addition to the Board, with the ability to amend the Bylaws (the “Bylaw Amendment”). The Bylaw Amendment became effective automatically upon receipt of the requisite shareholder approval of the Shareholder Voting Amendment at the Annual Meeting on June 1, 2017.

A copy of the Amended and Restated Bylaws of the Trust, as amended by the Bylaw Amendment, was previously filed as Exhibit 3.1 to the Trust’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 14, 2017.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Declassification Amendment

At the Annual Meeting, Washington REIT’s shareholders voted to approve the Declassification Amendment, as described above. This proposal received the following votes:

For	Against	Abstain	Broker Non-Votes
59,463,644	251,879	145,887	10,200,904

Shareholder Voting Amendment

At the Annual Meeting, Washington REIT's shareholders voted to approve the Shareholder Voting Amendment, as described above. This proposal received the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
59,600,533	142,670	118,207	10,200,904

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 2018 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>
59,324,799	437,483	99,128	10,200,904

Washington REIT's shareholders also elected Edward S. Civera as a trustee of the Board to serve until the Trust's 2018 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>
59,169,166	590,821	101,422	10,200,904

Washington REIT's shareholders also elected Ellen M. Goitia as a trustee of the Board to serve until the Trust's 2018 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>
59,383,155	384,708	93,547	10,200,904

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>
58,761,371	825,724	274,314	10,200,904

Advisory Vote on the Frequency of the Advisory Vote to Approve Named Executive Officer Compensation

Washington REIT's shareholders approved, by nonbinding advisory vote, an annual frequency for the advisory vote to approve named executive officer compensation. This proposal received the following votes:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
53,379,420	182,006	6,140,650	159,333	10,200,904

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, 2017. This proposal received the following votes:

For	Against	Abstain	Broker Non-Votes
69,424,823	479,068	158,423	—

The results reported above are final voting results.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) The following exhibits are filed as part of this report:

Exhibit Number	Exhibit Description
3.1	Articles of Amendment to the Washington Real Estate Investment Trust Articles of Amendment and Restatement

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 Fielder
(Signature)

Taryn Fielder
Senior Vice President, General Counsel
and Corporate Secretary

June 7, 2017
(Date)

EXHIBIT LIST

**Exhibit
Number**

Exhibit Description

3.1

Articles of Amendment to the Washington Real Estate Investment Trust Articles of Amendment and Restatement

WASHINGTON REAL ESTATE INVESTMENT TRUST**ARTICLES OF AMENDMENT**

Washington Real Estate Investment Trust, a Maryland real estate investment trust (the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Trust desires to amend the Articles of Amendment and Restatement of the Trust (the "Declaration of Trust") as currently in effect.

SECOND: The Declaration of Trust is hereby amended by deleting therefrom in its entirety the first paragraph of Section 5.2 of Article V and inserting in lieu thereof a new first paragraph of Section 5.2 to read as follows:

The number of Trustees of the Trust shall be eight (8), which number may be increased or decreased only by the Board pursuant to the Bylaws. Until the 2019 annual meeting of shareholders, the Trustees of the Trust shall be divided into more than one class, reflecting the classified board structure that was in existence prior to the 2017 annual meeting of shareholders, with the Trustees of each class serving for a term expiring at the annual meeting of shareholders held during the third (3rd) year after election (except as set forth in this Section 5.2) and until their successors shall have been duly elected and shall have qualified or until their earlier removal or resignation. At the 2017 annual meeting of shareholders, the Trustees who shall be elected at the 2017 annual meeting to fill the trusteeships held by Trustees whose terms expire at the 2017 annual meeting shall be elected for one-year terms expiring at the 2018 annual meeting of shareholders; at the 2018 annual meeting of shareholders, the Trustees who shall be elected at the 2018 annual meeting to fill the trusteeships held by Trustees whose terms expire at the 2018 annual meeting shall be elected for one-year terms expiring at the 2019 annual meeting of shareholders; at the 2019 annual meeting of shareholders, the terms of all Trustees shall expire and at such annual meeting, and at each annual meeting thereafter, all Trustees shall be elected for one-year terms expiring at the next annual meeting. Each Trustee elected at the 2017 annual meeting of shareholders shall serve a one-year term as provided in this Section 5.2 notwithstanding that the Articles effecting these amendments to declassify the Board of Trustees as provided herein may be filed with the Department after the 2017 annual meeting of shareholders at which such Trustee was elected and these amendments were adopted by the shareholders. The names of the seven (7) current Trustees who shall serve until the expiration of their respective terms for which they were elected, and until their successors are duly elected and qualified or until their earlier removal or resignation, and the year in which the current term of each such trustee shall expire are:

Edward S. Civera
Benjamin S. Butcher

(Term to expire in 2017)
(Term to expire in 2017)

Charles T. Nason
Thomas H. Nolan, Jr.
Anthony L. Winns

(Term to expire in 2018)
(Term to expire in 2018)
(Term to expire in 2018)

William G. Byrnes
Paul T. McDermott

(Term to expire in 2019)
(Term to expire in 2019)

THIRD: The Declaration of Trust is hereby amended by replacing “and (e)” in Section 8.2 with the following language “(e) amendment of the Bylaws in accordance with terms thereof; and (f).”

FOURTH: The foregoing amendments to the Declaration of Trust have been duly advised by the Board of Trustees of the Trust and approved by the shareholders of the Trust as required by law.

FIFTH: There has been no increase in the authorized shares of beneficial interest of the Trust effected by the amendments to the Declaration of Trust as set forth above.

SIXTH: These Articles of Amendment shall be effective upon filing with the Department.

SEVENTH: The undersigned acknowledges these Articles of Amendment to be the trust act of the Trust and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[Signature Page Follows]

IN WITNESS WHEREOF, the Trust has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to be its Secretary on this 2nd day of June, 2017.

WASHINGTON REAL ESTATE
INVESTMENT TRUST

By: /s/ Paul T. McDermott
Name: Paul T. McDermott
Title: President and Chief Executive Officer

By: /s/ Taryn D. Fielder
Name: Taryn D. Fielder
Title: Senior Vice President, General Counsel
And Corporate Secretary