

Washington Prime Group Inc.  
Form 8-K  
March 17, 2015

**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): **March 17, 2015**

**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, Columbus,**  
**Ohio**  
(Address of Principal Executive  
Offices)

**43215**  
(Zip Code)

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

N/A

## Edgar Filing: Washington Prime Group Inc. - Form 8-K

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

\*On January 15, 2015, Washington Prime Group Inc. began doing business as WP Glimcher.

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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure.**

Washington Prime Group Inc. issued a press release on March 17, 2015, announcing that its majority owned operating partnership subsidiary, Washington Prime Group, L.P. has priced \$250 million principal amount of its 3.850% senior notes due April 1, 2020. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The notes will not be listed on any securities exchange, and there is not expected to be a public market for the notes. The notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act of 1933, as amended (the Securities Act ), and outside the United States, only to non-U.S. investors pursuant to Regulation S. The offering and sale of the notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws. This report shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. Any offers of the notes will be made only by means of a private offering memorandum.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any filing under the Exchange Act or the Securities Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d)	Exhibits	Description of Document
	99.1	Washington Prime Group Inc. Press Release, dated March 17, 2015

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Furnished and not filed for purposes of the Exchange Act.

**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 Prime Group Inc.  
(Registrant)

Date: March 17, 2015

By: /s/ Robert P. Demchak  
Name: Robert P. Demchak  
Title: Secretary and General Counsel