

Lindimore Joshua
 Form 3
 February 15, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Â Lindimore Joshua (Last) (First) (Middle) C/O WASHINGTON PRIME GROUP INC., Â 180 EAST BROAD STREET (Street) COLUMBUS, Â OH Â 43215 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/12/2019	3. Issuer Name and Ticker or Trading Symbol WASHINGTON PRIME GROUP INC. [WPG]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP, Head of Leasing	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares of Beneficial Interest, \$0.0001 par value	5,957	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to Buy)	Â <u>(1)</u>	05/04/2021	Common Stock, \$0.0001 par value per share	783	\$ 11.97	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/09/2022	Common Stock, \$0.0001 par value per share	5,226	\$ 12.67	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/09/2023	Common Stock, \$0.0001 par value per share	7,839	\$ 16.56	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/06/2024	Common Stock, \$0.0001 par value per share	7,839	\$ 13.1	D	Â
Vested LTIP Units <u>(2)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock, \$0.0001 par value per share	6,563	\$ <u>(3)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock, \$0.0001 par value per share	2,500	\$ <u>(5)</u>	D	Â
Restricted Stock Units	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock, \$0.0001 par value per share	9,944	\$ <u>(5)</u>	D	Â
Restricted Stock Units	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock, \$0.0001 par value per share	5,341	\$ <u>(5)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)</u>		21,131	\$ <u>(5)</u>	D	Â

			Common Stock, \$0.0001 par value per share				
Performance Stock Units	Â (9)	Â (9)	Common Stock, \$0.0001 par value per share	8,012	\$ (10)	D	Â
Performance Stock Units	Â (11)	Â (11)	Common Stock, \$0.0001 par value per share	21,131	\$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lindimore Joshua C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET COLUMBUS, OH 43215	Â	Â	Â Senior VP, Head of Leasing	Â

Signatures

/s/ Stephen E. Ifeduba, as
Attorney-in-Fact

02/14/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These stock options are exercisable and, subject to the terms of the stock option award agreement, will remain exercisable until the expiration date.
- (2) Represents long-term incentive performance ("LTIP") units of Washington Prime Group, L.P (the "Operating Partnership"), of which the Company is the sole general partner, issued to Mr. Lindimore (the "Reporting Person") on February 25, 2016 as long-term incentive compensation pursuant to the Operating Partnership's 2014 Stock Incentive Plan (the "Incentive Plan") in compliance with Rule 16b-3.
- (3) When earned and vested, each LTIP unit may be converted (at the Reporting Person's option) on a one-for-one basis into a unit of limited partnership interest ("Partnership Unit") subject to the terms and conditions of the applicable certificate of designation that relates to the LTIP units. Each Partnership Unit may be exchanged for a share of the Company's common stock (the "Common Stock") on a one-for-one basis, or cash, as selected by the Company. LTIP units have no set expiration date.
- (4) The listed restricted stock units ("RSUs") shall vest and become non-forfeitable in equal installments on August 30, 2019 and August 30, 2020 subject to the terms and conditions of the award agreement.
- (5) Each of the RSUs was issued to the Reporting Person as incentive compensation and represents a contingent right to receive one share of Common Stock.

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- (6) The listed RSUs shall vest and become non-forfeitable in equal installments on February 21, 2019 and February 21, 2020 subject to the terms and conditions of the award agreement.
- (7) The listed RSUs shall vest and become non-forfeitable in installments on February 21, 2019 and February 21, 2020 subject to the terms and conditions of the award agreement.
- (8) The listed RSUs shall vest and become non-forfeitable in installments on February 20, 2019, February 20, 2020 and February 20, 2021, subject to the terms and conditions of the award agreement.
- (9) Unvested performance stock units ("PSUs") shall be earned based upon the satisfaction of certain relative total shareholder return ("TSR") criteria with a percentage of vested PSUs ranging from 0% to 150% over a three-year performance period of February 21, 2017 to February 21, 2020 ("Vesting Date"), provided that the Reporting Person is in continued compliance with certain covenants in the award 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, 2021.
- (10) Each of the PSUs was issued to the Reporting Person as incentive compensation and represents a contingent right to receive one share of Common Stock.
- (11) Unvested PSUs shall be earned based upon the satisfaction of certain TSR criteria with a percentage of vested PSUs ranging from 0% to 150% over a three-year performance period of February 20, 2018 to February 20, 2021 ("Second Vesting Date"), provided that the Reporting Person is in continued compliance with certain covenants in the award 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 Second Vesting Date, but no later than March 15, 2022.

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Remarks:

The filing of this Statement shall not be construed as an admission: (a) that the person filing this

Exhibit 24 – Limited Power of Attorney, dated February 12, 2019.

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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