

CORPORATE OFFICE PROPERTIES TRUST

Form 8-K

August 29, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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) August 23, 2017

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

(Exact name of registrant as specified in its charter)

|                                   |                                                                   |                             |                                      |
|-----------------------------------|-------------------------------------------------------------------|-----------------------------|--------------------------------------|
| Corporate Office Properties Trust | Maryland                                                          | 1-14023                     | 23-2947217                           |
|                                   | (State or other jurisdiction of<br>incorporation or organization) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

|                                   |                                                                   |                             |                                      |
|-----------------------------------|-------------------------------------------------------------------|-----------------------------|--------------------------------------|
| Corporate Office Properties, L.P. | Delaware                                                          | 333-189188                  | 23-2930022                           |
|                                   | (State or other jurisdiction of<br>incorporation or organization) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

6711 Columbia Gateway Drive, Suite 300

Columbia, Maryland 21046

(Address of principal executive offices)

(443) 285-5400

(Registrant's telephone number, including area code)

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))

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 (Corporate Office Properties Trust)

Emerging Growth Company (Corporate Office Properties, L.P.)

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.

Corporate Office Properties Trust

Corporate Office Properties, L.P.



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 23, 2017, the Board of Trustees (the “Board”) of Corporate Office Properties Trust (the “Registrant”) approved an increase in the Board’s size from nine members to ten members, and also elected Lisa G. Trimberger, age 56, to the Board effective October 1, 2017. The term of this Trustee will expire at the Registrant’s next annual shareholder meeting. The Registrant expects that Ms. Trimberger will be nominated to stand for re-election at that time. Upon joining the Board, she will serve on the Board’s Audit Committee. Effective upon joining the Board, Ms. Trimberger becomes eligible to receive the standard compensation provided by the Registrant to its other non-employee Trustees, as most recently disclosed in the Registrant’s proxy statement for its 2017 annual meeting of shareholders.

Ms. Trimberger has served since May 2014 as a Managing Member of Mack Capital Investments LLC, a private investment business identifying, evaluating, negotiating and managing investments in businesses involved in a variety of industries, including real estate. Ms. Trimberger retired from Deloitte & Touche LLP in 2014 after a 31-year tenure, serving as a Partner from 1996 to 2014.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

(d) Exhibits

| Exhibit Number | Exhibit Title                              |
|----------------|--------------------------------------------|
| <u>99.1</u>    | <u>Press Release dated August 29, 2017</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,  
its General Partner

/s/ Anthony Mifsud  
Anthony Mifsud  
Executive Vice President and Chief Financial  
Officer

/s/ Anthony Mifsud  
Anthony Mifsud  
Executive Vice President and Chief Financial  
Officer

Dated: August 29, 2017

Dated: August 29, 2017

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EXHIBIT INDEX

| Exhibit Number | Exhibit Title                              |
|----------------|--------------------------------------------|
| <u>99.1</u>    | <u>Press Release dated August 29, 2017</u> |