
Section 1: 8-K (8-K)

**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 9, 2018**

Commission File No. 1-35933 (Gramercy Property Trust)
Commission File No. 333-219049-01 (GPT Operating Partnership LP)

Gramercy Property Trust
GPT Operating Partnership LP
(Exact name of registrant as specified in its charter)

Gramercy Property Trust
GPT Operating Partnership LP

Maryland
Delaware
(State or other jurisdiction
incorporation or organization)

56-2466617
56-2466618
(I.R.S. Employer Identification No.)

90 Park Avenue, 32nd Floor, New York, NY 10016
(Address of principal executive offices — zip code)

(212) 297-1000
(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:

- 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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

On August 9, 2018, Gramercy Property Trust (the “Company”) held a special meeting of shareholders (the “Special Meeting”) to consider certain proposals related to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of May 6, 2018, by and among the Company, GPT Operating Partnership LP, BRE Glacier Parent L.P., BRE Glacier L.P. and BRE Glacier Acquisition L.P., pursuant to which the Company will merge with and into BRE Glacier L.P. (the “Merger”), with BRE Glacier L.P. surviving the merger.

As of the close of business on June 26, 2018, the record date for the Special Meeting, there were 160,792,820 common shares of the Company, par value \$0.01 per share (the “Common Shares”), outstanding, each of which was entitled to one vote with respect to each proposal at the Special Meeting. At the Special Meeting, a total of 119,295,479 Common Shares, representing approximately 74% of the outstanding shares entitled to vote, were present in person or by proxy, constituting a quorum to conduct business.

At the Special Meeting, the proposals described below were considered, each of which is further described in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission and first mailed to shareholders on June 27, 2018, as it may be amended or supplemented.

The final voting results for each proposal are set forth below.

1. Proposal to approve the Merger and the other transactions contemplated by the Merger Agreement:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 117,792,754 | 1,122,809 | 379,916 | — |

Proposal 1 was approved by the Company’s shareholders, as the number of votes in favor of Proposal 1 constituted the affirmative vote of holders of Common Shares entitled to cast not less than a majority of all the votes entitled to be cast on the matter.

2. Proposal to approve, on a non-binding, advisory basis, of the compensation that may be paid or become payable to the Company’s named executive officers that is based on or otherwise relates to the Merger:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 92,839,655 | 25,840,367 | 615,457 | — |

Proposal 2 was approved by the Company’s shareholders, as the number of votes in favor of Proposal 2 constituted the affirmative vote of a majority of the votes cast on the proposal.

3. Proposal to approve any adjournment of the Special Meeting for the purpose of soliciting additional proxies if there are not sufficient votes at the Special Meeting to approve the Merger and the other transactions contemplated by the Merger Agreement:

Because there were sufficient votes at the Special Meeting to approve the proposal regarding the Merger and the other transactions contemplated by the Merger Agreement, this third proposal was not submitted to the Company’s shareholders for approval at the Special Meeting.

Subject to the satisfaction or waiver of all the conditions to the Merger as described in the Merger Agreement, the Merger is expected to be completed in either September or the first-half of October of this year.

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Item 8.01 Other Events.

On August 9, 2018, the Company issued a press release regarding shareholder approval of the Merger and certain related matters. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description of Document |
|----------------|--|
| 99.1 | Press Release of Gramercy Property Trust, dated August 9, 2018 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by

the undersigned hereunto duly authorized.

GRAMERCY PROPERTY TRUST

Date: August 9, 2018

By: /s/ Jon W. Clark
Name: Jon W. Clark
Title: Chief Financial Officer

GPT OPERATING PARTNERSHIP LP

Date: August 9, 2018

By: /s/ Jon W. Clark
Name: Jon W. Clark
Title: Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

GRAMERCY PROPERTY TRUST SHAREHOLDERS APPROVE ACQUISITION BY BLACKSTONE

NEW YORK, New York — August 9, 2018 — Gramercy Property Trust (NYSE: GPT) (“Gramercy” or the “Company”) announced that its shareholders approved the acquisition of Gramercy by affiliates of Blackstone Real Estate Partners VIII L.P. (“Blackstone”) at its special meeting of shareholders held earlier today.

As announced previously, on May 6, 2018 Gramercy entered into a definitive agreement with affiliates of Blackstone (the “Merger Agreement”), under which Blackstone will acquire all outstanding common shares of Gramercy for \$27.50 per share, plus, if the transaction is consummated after October 15, 2018, a per diem amount of approximately \$0.004 per share for each day from and after such date until (but not including) the closing date, in an all-cash transaction valued at approximately \$7.6 billion. Subject to the satisfaction or waiver of all the conditions to the transaction as described in the Merger Agreement, the transaction is expected to be completed in either September or the first-half of October of this year. Upon the closing of the transaction, trading of Gramercy’s shares on the New York Stock Exchange will cease.

About Gramercy Property Trust

Gramercy Property Trust is a leading global investor and asset manager of commercial real estate. The Company specializes in acquiring and managing high quality, income producing industrial commercial real estate leased to high quality tenants in major markets in the United States and Europe. The Company’s website is www.gptreit.com.

About Blackstone

Blackstone is a global leader in real estate investing. Blackstone’s real estate business was founded in 1991 and has approximately \$120 billion in investor capital under management. Blackstone’s real estate portfolio includes logistics, residential, office, hospitality and retail properties. Major holdings include Logisor (Pan-European logistics), Invitation Homes (U.S. single family homes), Stuyvesant Town (New York multifamily), BioMed (U.S. life science office), and prime office buildings including the Willis Tower and the largest Class A office portfolio in India. Blackstone real estate also operates one of the leading real estate finance platforms, including management of the publicly traded Blackstone Mortgage Trust, Inc. Further information is available at <http://www.Blackstone.com>.

Forward-Looking Statements

Certain statements in this press release regarding the proposed merger transaction involving the Company, including any statements regarding the expected timetable for completing the transaction, benefits of the transaction, future opportunities for the Company, and any other statements regarding the Company’s future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are “forward-looking” statements made within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are often, but not always, made through the use of words or phrases such as “believe,” “expect,” “anticipate,” “should,” “planned,” “will,” “may,” “intend,” “estimated,” “aim,” “on track,” “target,” “opportunity,” “tentative,” “positioning,” “designed,” “create,” “predict,” “project,” “seek,” “would,” “could,” “potential,” “continue,” “ongoing,” “upside,” “increases,” and “potential,” and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained and therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some of the factors that may affect outcomes and results include, but are not limited to: (i) risks associated with the timing of the closing of the merger, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the merger will not occur, (ii) the outcome of any legal proceedings that may be instituted

against the parties and others related to the merger agreement, (iii) unanticipated difficulties or expenditures relating to the transaction, the response of business partners and competitors to the announcement of the transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the transaction, (iv) changes affecting the real estate industry and changes in financial markets, interest rates and foreign currency exchange rates, (v) increased or unanticipated competition for the Company's properties, (vi) risks associated with acquisitions, (vii) maintenance of real estate investment trust ("REIT") status, (viii) availability of financing and capital, (ix) changes in demand for developed properties, (x) national, international, regional and local economic climates, and (xi) those additional risks and factors discussed in reports filed with the SEC by the Company from time to time, including those discussed under the heading "Risk Factors" in its most recently filed reports on Form 10-K and 10-Q. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Investors should not place undue reliance upon forward-looking statements.

Contacts:

Gramercy Property Trust

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Blackstone

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