

City Office REIT, Inc.  
Form 8-K/A  
March 02, 2017

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): December 15, 2016**

**City Office REIT, Inc.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-36409**  
**(Commission**  
**File Number)**

**98-1141883**  
**(I.R.S. Employer**  
**Identification No.)**

**1075 West Georgia Street, Suite 2010,  
Vancouver, British Columbia,  
(Address of principal executive offices)**

**(604) 806-3366**

**V6E 3C9  
(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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))

## **Explanatory Note**

This Form 8-K/A amends and supplements the Form 8-K filed by City Office REIT, Inc. (the Company ) on December 20, 2016 (the Original Filing ) reporting the acquisition of the property known as SanTan Corporate Center, an approximately 266,531 square foot, two-building Class A office complex located in Phoenix, Arizona ( SanTan ) to include the historical financial statements and pro forma information required by Item 9.01(a) and (b) of Form 8-K. This Form 8-K/A should be read in conjunction with the Original Filing.

### **Item 9.01 Financial Statements and Exhibits.**

#### **(a) Financial Statements of Property Acquired.**

The following Statements of Revenues and Certain Expenses for SanTan are set forth in Exhibit 99.1, which is incorporated herein by reference.

Report of Independent Auditors.

Statements of Revenues and Certain Expenses for the nine months ended September 30, 2016 and the year ended December 31, 2015.

Notes to Statements of Revenues and Certain Expenses for the nine months ended September 30, 2016 and the year ended December 31, 2015.

#### **(b) Pro Forma Financial Information.**

The following pro forma financial statements for the Company are set forth in Exhibit 99.2, which is incorporated herein by reference.

Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2016.

Unaudited Pro Forma Consolidated and Combined Statement of Operations for the nine months ended September 30, 2016 and the year ended December 31, 2015.

Notes to Unaudited Pro Forma Consolidated and Combined Financial Statements.

#### **(c) Not applicable.**

(d) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Statements of Revenues and Certain Expenses for SanTan for the nine months ended September 30, 2016 and the year ended December 31, 2015.
99.2	Unaudited Pro Forma Financial Information for the Company.

**SIGNATURES**

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

CITY OFFICE REIT, INC.

Date: March 1, 2017

By: /s/ James Farrar

Name: James Farrar

Title: Chief Executive Officer

**EXHIBIT INDEX**

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