

Cleary Richard E
Form 4
February 21, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cleary Richard E

(Last) (First) (Middle)

500 TOTTEN POND ROAD, 6TH
FLOOR

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CYS Investments, Inc. [CYS]

3. Date of Earliest Transaction
(Month/Day/Year)

02/18/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

COO and Assistant Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value per share	02/18/2018		A	32,835 (1)	A \$ 6.7 239,177	D	
Common Stock, \$.01 par value per share	02/20/2018		F	1,486 (2)	D \$ 6.7 237,691	D	
Common Stock, \$.01 par value per share	02/18/2018		F	1,929 (3)	D \$ 6.7 235,762	D	

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Common Stock, \$.01 par value per share	02/18/2018	F	<u>1,917</u> (4)	D	\$ 6.7	233,845	D
Common Stock, \$.01 par value per share	02/18/2018	F	<u>1,310</u> (5)	D	\$ 6.7	232,535	D
Common Stock, \$.01 par value per share	02/20/2018	F	<u>1,552</u> (6)	D	\$ 6.7	230,983	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cleary Richard E 500 TOTTEN POND ROAD 6TH FLOOR WALTHAM, MA 02451	COO and Assistant Secretary

Signatures

/s/ Richard E.
Cleary

02/21/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) The shares acquired by the Reporting Person reflect compensation from the Issuer's 2017 Incentive Compensation Plan and were issued under the Issuer's 2013 Equity Incentive Plan. The shares have been issued pursuant to the terms and conditions of a Stock Award Agreement and are subject to a 5-year pro-rata vesting schedule.

(2) The Reporting Person disposed of these shares to the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the shares of restricted stock that vested on February 20, 2018, pursuant to the terms and conditions of a Stock Award Agreement by and between the Issuer and the Reporting Person, dated February 20, 2013.

(3) The Reporting Person disposed of these shares to the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the shares of restricted stock that vested on February 18, 2018, pursuant to the terms and conditions of a Stock Award Agreement by and between the Issuer and the Reporting Person, dated February 18, 2014.

(4) The Reporting Person disposed of these shares to the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the shares of restricted stock that vested on February 18, 2018, pursuant to the terms and conditions of a Stock Award Agreement by and between the Issuer and the Reporting Person, dated February 18, 2015.

(5) The Reporting Person disposed of these shares to the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the shares of restricted stock that vested on February 18, 2018, pursuant to the terms and conditions of a Stock Award Agreement by and between the Issuer and the Reporting Person, dated February 18, 2016.

(6) The Reporting Person disposed of these shares to the Issuer to satisfy the Reporting Person's tax withholding obligations in connection with the shares of restricted stock that vested on February 18, 2018, pursuant to the terms and conditions of a Stock Award Agreement by and between the Issuer and the Reporting Person, dated February 18, 2017.

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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