Easterly Government Properties, Inc.
Form 8-K/A
April 17, 2019

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):

January 31, 2019

Easterly Government Properties, Inc.

(Exact name of Registrant as Specified in Its Charter)

Maryland	001-36834	47-2047728
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2101 L Street NW, Suite 650, Washington, D.C.	20037
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (202) 595-9500

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 (see General Instructions 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

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.

Explanatory Note

As previously reported, on June 15, 2018, Easterly Government Properties, Inc. (the "Company"), through wholly-owned subsidiaries of its operating partnership, Easterly Government Properties LP, entered into a purchase and sale agreement with affiliates of Saban Real Estate LLC, an unaffiliated third party, to acquire a portfolio of 14 properties. On September 13, 2018, the Company completed the acquisition of eight of the 14 portfolio properties (the "First Closing Properties") and, on October 16, 2018, the Company completed the acquisition of three additional portfolio properties (the "Second Closing Properties").

On February 6, 2019, the Company filed a Current Report Form 8-K (the "Original Report") disclosing the acquisition by the Company of the three remaining portfolio properties on January 31, 2019 (the "Final Closing Properties" and, together with the First Closing Properties and the Second Closing Properties, the "Acquired Properties"). This amendment to the Original Report is being filed to provide the historical financial statements required by Item 9.01(a) of Form 8-K and the pro forma financial information required by Item 9.01(b) of Form 8-K, which financial statements and information were not included in the Original Report as permitted by Item 9.01(a)(4) and Item 9.01(b)(2) of Form 8-K. This Current Report on Form 8-K/A should be read in conjunction with the Original Report.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The following financial statements for the Acquired Properties are attached hereto as Exhibit 99.1 and incorporated by reference herein:

Independent Auditor's Report

Acquired Properties – Combined Statements of Revenues and Certain Expenses for the Nine Months Ended September 30, 2018 (unaudited) and the Year Ended December 31, 2017

Notes to the Combined Statements of Revenues and Certain Expenses

(b) Pro Forma Financial Information.

The following pro forma financial information for the Company are attached hereto as Exhibit 99.2 and incorporated by reference herein:

Unaudited Pro Forma Consolidated Financial Statements

Unaudited Pro Forma Consolidated Balance Sheet as of September 30, 2018

Unaudited Pro Forma Consolidated Statement of Operations for the Nine Months Ended September 30, 2018

Unaudited Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2017

Notes to the Unaudited Pro Forma Consolidated Financial Statements

(d) Exhibits.

Exhibit	Description
23.1	Consent of PricewaterhouseCoopers LLP

99.1 Financial Statements of the Acquired Properties

99.2 Unaudited Pro Forma Consolidated Financial Statements of the Company

SIGNATURES

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

EASTERLY GOVERNMENT

PROPERTIES, INC.

By: /s/ William C. Trimble, III
Name: William C. Trimble, III
Title: Chief Executive Officer and President

Date: April 17, 2019