

Bry James Edwin
Form 4
March 12, 2019

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 *
Bry James Edwin

(Last) (First) (Middle)

500 FIFTH AVENUE, SUITE 1530

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

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

Seritage Growth Properties [SRG]

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

03/08/2019

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)

See Remarks

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)
Class A Common Shares	03/08/2019		A	1,213 (1)	A \$ 0 8,012	D	
Class A Common Shares	03/08/2019		A	947 (2)	A \$ 0 8,959 (3)	D	

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

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SEC 1474
(9-02)

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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 Repor 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
Bry James Edwin 500 FIFTH AVENUE, SUITE 1530 NEW YORK, NY 10110				See Remarks

Signatures

/s/ Matthew E. Fernand, as
attorney-in-fact
03/12/2019
Date

**Signature of Reporting Person

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).

- Represents Restricted Share Units awarded under the terms of a performance award previously granted to the reporting person under the Seritage Growth Properties 2015 Share Plan covering the performance period Jan. 1, 2016 - Dec. 31, 2018. Such number of Restricted Share Units is based on the determination by the compensation committee of the board of directors of the issuer of the applicable level of
- (1) performance achievement. Half of the reported number of Restricted Share Units vested on March 8, 2019, when the performance determination was approved, and will be settled in Class A common shares of the issuer within 30 days of such date and the remaining half will vest on Jan. 1, 2020, subject to the reporting person's continued employment with the issuer, and will be settled within 30 days thereafter.
 - (2) Represents a grant of Restricted Share Units under the Seritage Growth Properties 2015 Share Plan. This award will vest in substantially equal installments on each of March 8, 2020, March 8, 2021 and March 8, 2022.
 - (3) Includes 8,959 unvested or vested but unsettled Restricted Share Units and Restricted Shares, as of the date of this filing, after taking into account both transactions reported herein.

Remarks:

EVP of Development and Construction

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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