

Easterly Government Properties, Inc.

Form 4

May 13, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
USGP II INVESTOR, LP

2. Issuer Name **and** Ticker or Trading
Symbol
Easterly Government Properties, Inc.
[DEA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
138 CONANT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2016

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

BEVERLY, MA 01915

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

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

(City) (State) (Zip)

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/11/2016		J ⁽¹⁾		9,038,206	D	\$ 0 0	I ⁽²⁾ U.S. Government Properties Income & Growth Fund II, LP
Common Stock	05/11/2016		J ⁽¹⁾		563,066	D	\$ 0 0	I ⁽²⁾ USGP II (Parallel) Fund, LP

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Partnership Units ⁽³⁾	<u>(3)</u>	05/11/2016		J ⁽¹⁾	941,356	<u>(3)</u> <u>(3)</u>	Common Stock 941,356

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
USGP II INVESTOR, LP 138 CONANT STREET BEVERLY, MA 01915	X

Signatures

USGP II Investor, LP, By: USGP II GP, LLC, its Managing General Partner, /s/ Mark H. Rowe, Vice President

05/13/2016

 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) On May 11, 2016, USGP II Investor, LP and its constituent funds completed a partial liquidation. The liquidation resulted in USGP II Investor, LP distributing 9,601,272 shares of common stock of the issuer and 941,356 common units of limited partnership interest ("Partnership Units") in Easterly Government Properties LP (the "Operating Partnership") to its constituent funds. The constituent funds then distributed 9,573,067 shares of common stock of the issuer and 935,998 Partnership Units to their indirect beneficial owners. The liquidation and distribution were completed in accordance with the organizational documents of USGP II Investor, LP and its constituent funds and no amounts were paid in connection with the distributions of these common shares and Partnership Units.

(2) On December 23, 2015, shares of common stock of the Issuer and Partnership Units were transferred to affiliates of USGP II Investor, LP representing a change in form of beneficial ownership.

Represents Partnership Units of the Operating Partnership. Each Partnership Unit is redeemable for cash equal to the then fair market value of one share of the Issuer's common stock, except that the Issuer may, at its election, acquire each Partnership Unit so presented for one share of common stock. These redemption rights have no expiration date.

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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