

CORPORATE OFFICE PROPERTIES TRUST
Form 8-K
April 26, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) April 26, 2013

CORPORATE OFFICE PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	1-14023 (Commission File Number)	23-2947217 (IRS Employer Identification Number)
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6711 Columbia Gateway Drive, Suite 300
Columbia, Maryland 21046
(Address of principal executive offices)

(443) 285-5400
(Registrant's telephone number, including area code)

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 Instruction 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))

Item 2.02. Results of Operations and Financial Condition

On April 26, 2013, Corporate Office Properties Trust (the “Registrant”) issued a press release relating to its financial results for the three months ended March 31, 2013 and, in connection with this release, is making available certain supplemental information pertaining to its properties and operations as of and for the period ended March 31, 2013. The earnings release and supplemental information are included as Exhibit 99.1 to this report and are incorporated herein by reference.

The information included herein, including the exhibits, shall not be deemed “filed” for any purpose, including the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or subject to liabilities of that Section. The information included herein, including the exhibits, shall also not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Corporate Office Properties Trust earnings release and supplemental information for the period ended March 31, 2013, including the press release dated April 26, 2013

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.

Dated: April 26, 2013

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Stephen E. Riffie
Name: Stephen E. Riffie
Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Title
99.1	Corporate Office Properties Trust earnings release and supplemental information for the period ended March 31, 2013, including the press release dated April 26, 2013

Times New Roman, Times, Serif; margin: 0pt 0">WC 5.

Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6.

Citizenship or Place of Organization

CAYMAN ISLANDS

Sole Voting Power

7.

Number of 0

Shares

Beneficially 8. Shared Voting Power

Owned by 9,283,424

Each Sole Dispositive Power

Reporting 9.

Person With 0

Shared Dispositive Power

10.

9,283,424

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,283,424

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

13.9%

Type of Reporting Person (See Instructions)

14.

CO

-4-

Names of
Reporting
Persons

1.

40 NORTH
LATITUDE
FUND LP

Check the
Appropriate
Box if a

2. Member of a
Group (See
Instructions)

(a) ..
(b) x

SEC Use
Only

3.

Source of
Funds (See
Instructions)

4.

WC

Check Box if
Disclosure of
Legal
Proceedings
Is Required

5. Pursuant to
Items 2(d) or
2(e) ..

6. Citizenship or
Place of

Organization

DELAWARE

Sole Voting Power

7.

Number of 0

Shares

Shared Voting Power

Beneficially 8.

Owned by 9,283,424

Each

Sole Dispositive Power

Reporting 9.

Person With 0

Shared Dispositive Power

10.

9,283,424

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11.

9,283,424

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

12.

Percent of Class Represented by Amount in Row (11)

13.

13.9%

14. Type of Reporting Person (See Instructions)

PN

-5-

Names of
Reporting
Persons

1.

DAVID S.
WINTER

Check the
Appropriate
Box if a

2. Member of a
Group (See
Instructions)

(a) ..
(b) x

SEC Use
Only

3.

Source of
Funds (See
Instructions)

4.

AF

Check Box if
Disclosure of
Legal
Proceedings

5. Is Required
Pursuant to
Items 2(d) or
2(e) ..

6. Citizenship
or Place of
Organization

UNITED
STATES

Sole Voting Power

7.

Number of
Shares

0

Beneficially 8. Shared Voting Power

Owned by 9,283,424

Each Sole Dispositive Power

Reporting 9.

Person With 0

Shared Dispositive Power

10.

9,283,424

Aggregate Amount Beneficially Owned by Each Reporting Person

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9,283,424

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

12.

Percent of Class Represented by Amount in Row (11)

13.

13.9%

14. Type of Reporting Person (See Instructions)

IN

-6-

Names of
Reporting
Persons

1.

DAVID J.
MILLSTONE

Check the
Appropriate
Box if a

2. Member of a
Group (See
Instructions)

(a) ..
(b) x

SEC Use Only

3.

Source of
Funds (See
Instructions)

4.

AF

Check Box if
Disclosure of
Legal
Proceedings Is
Required

5. Pursuant to
Items 2(d) or
2(e) ..

6. Citizenship or
Place of
Organization

UNITED
STATES

Sole Voting Power

7.

Number of
0

Shares

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Owned by 9,283,424

Each Sole Dispositive Power

Reporting 9.

Person With
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Shared Dispositive Power

10.

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12.

Percent of Class Represented by Amount in Row (11)

13.

13.9%

14. Type of Reporting Person (See Instructions)

IN

-7-

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 supplements the information set forth in the Schedule 13D filed by 40 North Management LLC, a Delaware limited liability company, 40 North Latitude Fund LP, a Delaware limited partnership, 40 North GP III LLC, a Delaware limited liability company, 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability, David S. Winter, an American citizen, and David J. Millstone, an American citizen, with the United States Securities and Exchange Commission (the “SEC”) on May 7, 2018, as heretofore amended (the “Schedule 13D”), relating to Common Stock, par value \$0.01 per share (the “Shares”), of W.R. Grace & Co., a Delaware corporation (the “Issuer”). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby supplementally amended as follows:

Item 2. Identity and Background.

This statement on Schedule 13D is filed on behalf of 40 North Management LLC, a Delaware limited liability company (“40 North Management”), 40 North Latitude Fund LP, a Delaware limited partnership (“40 North Latitude Feeder”), 40 North GP III LLC, a Delaware limited liability company (“40 North GP III”), 40 North Latitude Master Fund Ltd., a Cayman Islands exempted company incorporated with limited liability (“40 North Latitude Master”), David S. Winter, an American citizen and David J. Millstone, an American citizen (all of the foregoing, collectively, the “Reporting Persons”).

This statement relates to Shares held by 40 North Latitude Master.

The principal business of each of 40 North Latitude Feeder and 40 North Latitude Master is the making of investments in securities and other assets. The principal business of 40 North GP III is to serve as general partner of 40 North Latitude Feeder. 40 North Management serves as principal investment manager to 40 North Latitude Feeder and 40 North Latitude Master. As such, 40 North Management has been granted investment discretion over portfolio investments, including the Shares. David S. Winter and David J. Millstone serve as the sole members and principals of each of 40 North Management and 40 North GP III, and as the sole directors of 40 North Latitude Master. The principal business address of all of the Reporting Persons, is 9 West 57th Street, 30th Floor, New York, New York 10019. A joint filing agreement of the Reporting Persons is attached hereto as Exhibit 1.

During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The responses to Items 4, 5 and 6 of this Schedule 13D are incorporated herein by reference.

The Shares reported herein were purchased by 40 North Latitude Master using working capital. The total purchase price for the Shares reported herein was \$602,843,297. All or part of the Shares owned by the Reporting Persons may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such bank(s) or brokerage firm(s) to the Reporting Persons. Such indebtedness may be refinanced with other banks or broker dealers.

Item 5. Interest in Securities of the Issuer.

(a) – (b) Each of 40 North Management, 40 North Latitude Master, 40 North Latitude Feeder, 40 North GP III, Mr. Winter and Mr. Millstone may be deemed the beneficial owner of all of the Shares reported herein, which represent approximately 13.9% of the Issuer’s outstanding Shares. 40 North Management may be deemed to have sole power to vote and sole power to dispose of all of the Shares, whereas the other Reporting Persons having beneficial ownership may be deemed to have shared power to vote and shared power to dispose of such Shares as they may be deemed to have beneficial ownership of.

The percentage in the immediately foregoing paragraph is calculated based on a total of 66,989,580 Shares outstanding as of October 31, 2018 (based on the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on November 8, 2018).

(c) Except as set forth on Exhibit 2 attached hereto, there have been no transactions with respect to the Shares during the sixty days prior to the date hereof by any of the Reporting Persons.

(d) In addition to the Reporting Persons, the limited partners of (or investors in) 40 North Latitude Feeder or its subsidiaries or affiliated entities, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of 40 North Latitude Feeder in accordance with their respective limited partnership interests (or investment percentages).

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 – Agreement by and among 40 North Management LLC, 40 North GP III LLC, 40 North Latitude Fund LP, 40 North Latitude Master Fund Ltd., David S. Winter and David J. Millstone to file this Schedule 13D and any amendments thereto jointly on behalf of each of them.

Exhibit 2 – Transactions in the Shares effected in the past 60 days.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 26, 2018 **40 NORTH
MANAGEMENT
LLC**

By:
/s/ David S. Winter
David S. Winter
Principal

By:
/s/ David J. Millstone
David J. Millstone
Principal

Date: December 26, 2018 **40
NORTH LATITUDE
FUND LP**

By 40 North GP III
LLC, its
General Partner

By:
/s/ David S. Winter
David S. Winter
Principal

By:
/s/ David J. Millstone
David J. Millstone
Principal

Date: December 26, 2018 **40
NORTH LATITUDE**

**MASTER FUND
LTD.**

By:
/s/ David S. Winter
David S. Winter
Director

By:
/s/ David J. Millstone
David J. Millstone
Director

Date: December 26, 2018 **40 NORTH GP III
LLC**

By:
/s/ David S. Winter
David S. Winter
Principal

By:
/s/ David J. Millstone
David J. Millstone
Principal

Date: December 26, 2018 **DAVID S.
WINTER**

By:
/s/ David S. Winter

Date: December 26, 2018 **DAVID J.
MILLSTONE**

By:
/s/ David J. Millstone