SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] Landriau Gary E | | | | Name and Ticker o Office REIT | 0, | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|---|---------|--|---|---|---|-----------------------|--|---|--|-----------|--|--|
| (Last) (First) (Middle) C/O ORION OFFICE REIT INC. | | | | Earliest Transaction | on (Month/Day/ | Year) | X | Officer (give title below) | Other (specify below) emarks. | | | |
| 2325 E. CAMELBACK RD. SUITE 850 | | | | ndment, Date of Or | iginal Filed (Mo | nth/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) PHOENIX | AZ | 85016 | | | | | X | Form filed by One I Form filed by More | | ng Person | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| | | Table I - No | n-Derivative S | ecurities Acq | uired, Disp | osed of, or Beneficia | lly Ow | ned | | | | |
| Date | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a | | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial | | | |

| | | (Month/Day/Year) | 8) | | | | | Following Reported | (Instr. 4) | Ownership | | |
|--------------|------------|------------------|------|---|--------|---------------|------------------------------|--------------------|------------|------------|--|--|
| | 11/15/2022 | | Code | v | Amount | (A) or (D) | Price | (Instr. 3 and 4) | | (instr. 4) | | |
| Common Stock | 11/15/2022 | | F | | 245(1) | D | \$9.43 ⁽²⁾ | 13,524 | D | | | |
| | | | | | | | | | | | | |

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|--|---|--|---|---------------------------------|---|---|---------------------------------|--|--------------------|--|-------------------------------------|---|--|--|--|
| 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. Transac Code (Ir 8) | | 5. Num Derivat Securit Acquir or Disp (D) (Ins and 5) | ive ies ed (A) osed of | 6. Date Exerc Expiration Da (Month/Day/) | ate | 7. Title and A Securities U Derivative So (Instr. 3 and | nderlying ecurity | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |

Explanation of Responses:

1. Reflects the product of the applicable withholding rate and the 720 shares of common stock that vested pursuant to the terms of the Reporting Person's restricted stock unit award agreement.

2. Reflects the closing sale price of the Issuer's common stock as reported on the New York Stock Exchange on November 15, 2022.

Remarks:

Executive Vice President, Chief Investment Officer

/s/ Gary Landriau

** Signature of Reporting Person

<u>11/17/2022</u> Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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