
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): May 22, 2018

Piedmont Office Realty Trust, Inc.
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34626

Maryland
(State or other jurisdiction
of incorporation)

58-2328421
(IRS Employer
Identification No.)

**5565 Glenridge Connector
Suite 450
Atlanta, GA 30342-4788**
(Address of principal executive offices, including zip code)

770-418-8800
(Registrant's telephone number, including area code)

**11695 Johns Creek Parkway
Suite 350
Johns Creek, GA 30097-1523**
(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 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))

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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 22, 2018, Piedmont Office Realty Trust, Inc. (the "Corporation") filed Articles of Amendment (the "Charter Amendment") to its Third Articles of Amendment and Restatement (the "Charter") with the State Department of Assessments and Taxation of Maryland. The Charter Amendment amends Section 5.2 of the Charter to clarify that the Corporation's stockholders have the ability to amend the Corporation's bylaws and was approved by the Corporation's stockholders at the Corporation's 2018 annual meeting of stockholders held on May 15, 2018.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 3.1 [Articles of Amendment to the Third Articles of Amendment and Restatement of Piedmont Office Realty Trust, Inc., as supplemented and amended.](#)

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.

Piedmont Office Realty Trust, Inc.

Dated: May 22, 2018

By: /s/ Laura P. Moon

Laura P. Moon

Senior Vice President and Chief Accounting Officer

PIEDMONT OFFICE REALTY TRUST, INC.

ARTICLES OF AMENDMENT

Piedmont Office Realty Trust, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Third Articles of Amendment and Restatement of the Corporation (the "Charter") are hereby amended by deleting Section 5.2 of Article V of the Charter in its entirety, and replacing it with the following:

SECTION 5.2 VOTING RIGHTS OF STOCKHOLDERS. Subject to the provisions of any class or series of Equity Shares then outstanding and the mandatory provisions of any applicable laws or regulations, the Stockholders shall be entitled to vote only on the following matters: (i) election or removal of Directors, as provided in Sections 5.1 and 2.4 hereof; (ii) amendment of this Charter, as provided in Section 7.1 hereof; (iii) dissolution of the Company, as provided in Section 7.2 hereof; (iv) merger, consolidation or sale or other disposition of all or substantially all of the assets of the Company, as provided in Section 7.2 hereof; (v) amendment of the Bylaws; and (vi) such other matters with respect to which the Directors have adopted a resolution declaring that a proposed action is advisable and directing that the matter be submitted to the stockholders for approval or ratification. Except with respect to the foregoing matters, no action taken by the Stockholders at any meeting shall in any way bind the Directors.

SECOND: The amendment to the Charter as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

THIRD: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and President and attested to by its Senior Vice President, Associate General Counsel and Corporate Secretary on this 22nd day of May, 2018.

ATTEST:

PIEDMONT OFFICE REALTY TRUST, INC.

By: /s/ Thomas. A. McKean
Name: Thomas. A. McKean
Title: Senior Vice President, Associate General Counsel and Corporate Secretary

By: /s/ Donald A. Miller, CFA
Name: Donald A. Miller, CFA
Title: Chief Executive Officer and President