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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): November 9, 2016**

**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.)

**11695 Johns Creek Parkway**  
**Suite 350**  
**Johns Creek, GA 30097-1523**  
(Address of principal executive offices, including zip code)

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

(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:

- 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))
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**Item 3.03. Material Modification to Rights of Security Holders**

On November 9, 2016, Piedmont Office Realty Trust, Inc. (the “Registrant”) filed Articles Supplementary (the “Articles Supplementary”) to its Third Articles of Amendment and Restatement, as amended and supplemented, with the State Department of Assessments and Taxation of Maryland evidencing the resolution of the Registrant’s board of directors (the “Board”) to prohibit the Registrant from electing to be subject to Section 3-803 of Subtitle 8 of Title 3 of the Maryland General Corporation Law (the “MGCL”), which is commonly referred to as the Maryland Unsolicited Takeovers Act, unless such election is first approved by the affirmative vote of at least a majority of the votes cast by the Registrant’s stockholders entitled to vote generally in the election of directors of the Registrant. As a result, unless the Registrant obtains stockholder approval to do so in the future, the Board may not elect to cause the Registrant to be subject to Section 3-803 of the MGCL, which would provide for the mandatory classification of the Board into three classes.

The foregoing summary of the Articles Supplementary is qualified entirely by reference to the text of the Articles Supplementary, filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

A press release issued by the Registrant regarding the Articles Supplementary is attached hereto as Exhibit 99.1.

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

The information provided under Item 3.03 above is incorporated by reference into this Item 5.03.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits:**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles Supplementary to the Third Articles of Amendment and Restatement of Piedmont Office Realty Trust, Inc., as supplemented and amended.
99.1	Press Release dated November 14, 2016.

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**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.

Date: November 14, 2016

By: /s/ Robert E. Bowers

Robert E. Bowers

Chief Financial Officer and Executive Vice President

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## EXHIBIT INDEX

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99.1	Press Release dated November 14, 2016.

**PIEDMONT OFFICE REALTY TRUST, INC.**

**ARTICLES SUPPLEMENTARY**

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

**FIRST:** Under a power contained in Section 3-802(c) of the Maryland General Corporation Law (the “MGCL”), the Company, by resolution of its Board of Directors (the “Board of Directors”) prohibited the Company from electing to be subject to Section 3-803 of the MGCL as provided herein.

**SECOND:** The resolution referred to above provides that the Company is prohibited from electing to be subject to the provisions of Section 3-803 of the MGCL and that the foregoing prohibition may not be repealed unless the repeal of such prohibition is approved by the stockholders of the Company by the affirmative vote of at least a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors.

**THIRD:** The election to prohibit the Company from becoming subject to Section 3-803 of the MGCL without the stockholder approval referenced above has been approved by the Board of Directors in the manner and by the vote required by law.

**FOURTH:** The undersigned officer acknowledges these Articles Supplementary to be the act of the Company and, as to all matters or facts required to be verified under oath, the undersigned officer 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 for perjury.

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IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Senior Vice President and Chief Accounting Officer and attested by its Executive Vice President and Chief Financial Officer on this 9th day of November, 2016.

ATTEST:

PIEDMONT OFFICE REALTY TRUST, INC.

/s/ Robert E. Bowers

By: /s/ Laura Moon (SEAL)

Name: Robert E. Bowers

Name: Laura Moon

Title: Executive Vice President and

Title: Senior Vice President and

Chief Financial Officer

Chief Accounting Officer



## **Piedmont Office Realty Trust Opts Out of MUTA Provision**

**ATLANTA, November 14, 2016** -- Piedmont Office Realty Trust, Inc. (“Piedmont” or the “Company”) (NYSE:PDM), an owner of primarily Class A office properties located in select sub-markets of major U.S. cities, announced today that its Board of Directors (the “Board”) has prohibited the Company from electing to be subject to Section 3-803 of Subtitle 8 of Title 3 of the Maryland General Corporation Law (the “MGCL”), which is commonly referred to as the Maryland Unsolicited Takeovers Act (MUTA), unless such an election is first approved by a majority of the Company’s stockholders. Section 3-803 of the MGCL would provide for the mandatory classification of the Board into three classes upon an election by the Company, which could otherwise be effected by the Board without stockholder approval. As a result of the Board’s decision, any election to cause the Board to become classified must be accomplished by the affirmative vote of a majority of the Company’s stockholders.

The Board believes that opting out of Section 3-803 of the MGCL is consistent with current best practices for corporate governance and will provide greater representation for the Company’s stockholders.

To evidence the Board’s decision, the Company has filed Articles Supplementary to its Third Articles of Amendment and Restatement with the State Department of Assessments and Taxation of Maryland.

### **About Piedmont Office Realty Trust**

Piedmont Office Realty Trust, Inc. (NYSE: PDM) is an owner, manager, developer, and operator of high-quality, Class A office properties located in select sub-markets of major U.S. cities. Its geographically-diversified, over \$5 billion portfolio is comprised of approximately 19 million square feet. The Company is a fully-integrated, self-managed real estate investment trust (REIT) with local management offices in each of its major markets and is investment-grade rated by Standard & Poor’s (BBB) and Moody’s (Baa2). For more information, see [www.piedmontreit.com](http://www.piedmontreit.com).

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## **Forward Looking Statements**

Certain statements contained in this press release constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company intends for all such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act, as applicable. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “believe,” “continue” or similar words or phrases that are predictions of future events or trends and which do not relate solely to historical matters. The matters discussed in this press release are forward-looking statements that are subject to certain risks and uncertainties that could cause the actual results or performance to differ materially from those discussed in such statements. Additional risks are discussed in the Company’s filings with the Securities and Exchange Commission.

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