
Section 1: S-8 (FORM S-8)

As filed with the Securities and Exchange Commission on August 6, 2019

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

City Office REIT, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

98-1141883
(I.R.S. Employer
Identification No.)

**666 Burrard Street, Suite 3210
Vancouver, British Columbia V6C 2X8**
(Address of Principal Executive Offices)

Equity Incentive Plan
(Full Title of the Plans)

**Anthony Maretic
Chief Financial Officer
City Office REIT, Inc.
666 Burrard Street
Suite 3210
Vancouver, British Columbia V6C 2X8
Tel: (604) 806-3366**
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copy to:

**James V. Davidson, Esq.
Hunton Andrews Kurth LLP
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 787-8035**

or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	1,000,000	\$12.365	\$12,365,000	\$1,499

- (1) Represents additional shares of common stock of City Office REIT, Inc. (the “Registrant”), \$0.01 par value per share (“Common Stock”), approved for issuance under the Registrant’s Equity Incentive Plan, as amended (the “Plan”). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that may be offered and issued under the Plan by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or other similar transaction, effected without the Registrant’s receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for purposes of calculating the registration fee. The fee is based on a price of \$12.365 per share, the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on July 30, 2019.

EXPLANATORY NOTE

This Registration Statement is filed by City Office REIT, Inc. (the “Company”) for the purpose of registering additional shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), under the Company’s Equity Incentive Plan, as amended (the “Plan”). On March 20, 2019, the Company filed with the Securities and Exchange Commission (the “Commission”) a definitive proxy statement that included a proposal to adopt an amendment to the Plan (the “Amendment”). The Amendment increases the number of shares available for issuance under the Plan by 1,000,000 shares of Common Stock. The proposal to adopt the Amendment was approved by the Company’s stockholders on May 2, 2019. This Registration Statement registers the 1,000,000 additional shares of Common Stock available for issuance under the Plan, as amended.

The 1,000,000 additional shares of Common Stock available for issuance under the Plan registered pursuant to this Registration Statement are the same class as those registered on the Registration Statement on Form S-8, which was filed with the Commission on May 5, 2014 (File No. 333-195703) (the “Prior Registration Statement”), which is currently effective. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated by reference except as modified, supplemented or superseded herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act. Such documents need not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. In accordance with the introductory note to Part I of Form S-8, these documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

Item 3. Incorporation of Certain Documents by Reference

The following documents filed with the Commission by the Company under the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2018, filed with the Commission on February 27, 2019, which contains the Company’s audited financial statements for the latest fiscal year for which statements have been filed;
- (b) The Company’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2019, filed with the Commission on May 6, 2019;
- (c) The Company’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended June 30, 2019, filed with the Commission on August 1, 2019;
- (d) The Company’s Current Reports on Form 8-K, filed on [March 11, 2019](#) and [May 6, 2019](#);
- (e) The information specifically incorporated by reference into the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2018 from our Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on March 20, 2019; and
- (f) The description of the common stock of the Registrant, \$0.01 par value per share, contained in the Company’s Registration Statement on [Form 8-A](#) (File No. 001-36409) filed with the Commission on April 8, 2014 under Section 12(b) of the Exchange Act, including any amendment or reports filed for the purpose of updating such description.

All documents that the Registrant files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Name</u>
3.1	<u>Articles of Amendment and Restatement of City Office REIT, Inc., as amended and supplemented (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed on March 1, 2018).</u>
3.2	<u>Second Amended and Restated Bylaws of City Office REIT, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on March 14, 2017).</u>
4.1	<u>Certificate of Common Stock of City Office REIT, Inc. (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-11/A filed on February 18, 2014).</u>
10.1	<u>Equity Incentive Plan (incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed on May 23, 2014).</u>
10.2	<u>Amendment to Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on May 6, 2019).</u>
5.1*	<u>Opinion of Ballard Spahr LLP.</u>
23.1*	<u>Consent of KPMG LLP.</u>
23.2*	<u>Consent of Ballard Spahr LLP (included in Exhibit 5.1 to this Registration Statement).</u>
24.1*	<u>Power of Attorney (included in the signature pages to this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Canada, on August 6, 2019.

CITY OFFICE REIT, INC.

By: /s/ James Farrar
James Farrar
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned directors and officers of the Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933 hereby constitute and appoint James Farrar, Anthony Maretic and Gregory Tylee, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments or supplements to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 6th day of August, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ James Farrar</u> James Farrar	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Anthony Maretic</u> Anthony Maretic	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
<u>/s/ Gregory Tylee</u> Gregory Tylee	Chief Operating Officer and President
<u>/s/ William Flatt</u> William Flatt	Director
<u>/s/ John McLernon</u> John McLernon	Director
<u>/s/ Sabah Mirza</u> Sabah Mirza	Director
<u>/s/ Mark Murski</u> Mark Murski	Director
<u>/s/ Stephen Shraiberg</u> Stephen Shraiberg	Director
<u>/s/ John Sweet</u> John Sweet	Director

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

Ballard Spahr
LLP

300 East Lombard Street, 18th Floor
Baltimore, MD 21202-3268
TEL 410.528.5600
FAX 410.528.5650
www.ballardspahr.com

August 6, 2019

City Office REIT, Inc.
666 Burrard Street
Suite 3210
Vancouver, British Columbia V6C 2X8

Re: City Office REIT, Inc., a Maryland corporation (the “Company”) – Registration Statement on Form S-8 pertaining to up to 1,000,000 additional shares (the “Shares”) of common stock, par value \$0.01 per share, of the Company (“Common Stock”) to be issued subsequent to the date hereof under the City Office REIT, Inc. Equity Incentive Plan, as amended (the “Plan”)

Ladies and Gentlemen:

We have acted as Maryland corporate counsel to the Company in connection with the registration of the Shares under the Securities Act of 1933, as amended (the “Act”), by the Company on Form S-8 filed or to be filed with the Securities and Exchange Commission (the “Commission”) on or about the date hereof (the “Registration Statement”). You have requested our opinion with respect to the matters set forth below.

In our capacity as Maryland corporate counsel to the Company and for the purposes of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

- (i) the corporate charter of the Company (the “Charter”) represented by Articles of Incorporation filed with the State Department of Assessments and Taxation of Maryland (the “Department”) on November 26, 2013, Articles of Amendment and Restatement filed with the Department on April 10, 2014, Articles Supplementary filed with the Department on March 24, 2015, Articles Supplementary filed with the Department on September 30, 2016 and Articles Supplementary filed with the Department on June 16, 2017;
- (ii) the Bylaws of the Company, adopted on or as of November 27, 2013, the Amended and Restated Bylaws of the Company, adopted on or as of April 10, 2014, the First Amendment to Amended and Restated Bylaws effective as of March 19, 2015, and the Second Amended and Restated Bylaws of the Company, adopted on or as of March 9, 2017 (together, the “Bylaws”);

- (iii) the Action by Written Consent of Board of Directors in Lieu of an Organizational Meeting, dated as of November 27, 2013 (the “Organizational Minutes”);
- (iv) certain resolutions adopted by the Board of Directors of the Company with respect to the Plan (the “Directors’ Resolutions”);
- (v) the Plan;
- (vi) a certificate executed by one or more officers of the Company, dated as of a recent date (the “Officers’ Certificate”), to the effect that, among other things, the Charter, the Bylaws, the Organizational Minutes and the Directors’ Resolutions are true, correct and complete, and that the Charter, the Bylaws, the Organizational Minutes and the Directors’ Resolutions have not been rescinded or modified and are in full force and effect as of the date of the Officers’ Certificate, and certifying as to the manner of adoption of the Directors’ Resolutions and the authorization for the issuance of the Shares;
- (vii) the Registration Statement in substantially the form filed or to be filed with the Commission pursuant to the Act;
- (viii) a status certificate of the Department, dated as of a recent date, to the effect that the Company is duly incorporated and existing under the laws of the State of Maryland; and
- (ix) such other laws, records, documents, certificates, opinions and instruments as we have deemed necessary to render this opinion, subject to the limitations, assumptions and qualifications noted below.

In reaching the opinion set forth below, we have assumed the following:

- (a) each person executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so;
- (b) each natural person executing any of the Documents is legally competent to do so;
- (c) any of the Documents submitted to us as originals are authentic; the form and content of any Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such documents as executed and delivered; any of the Documents submitted to us as certified or photostatic copies conform to the original documents; all signatures on all of the Documents are genuine; all public records reviewed or relied upon by us or on our behalf are true and complete; all statements and information contained in the Documents are true and complete; there has been no modification of, or amendment to, any of the Documents, and there has been no waiver of any provision of any of the Documents by action or omission of the parties or otherwise;

City Office REIT, Inc.

August 6, 2019

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- (d) the Officers' Certificate and all other certificates submitted to us are true and correct both when made and as of the date hereof;
- (e) none of the Shares will be issued or transferred in violation of the provisions of Article VII of the Charter relating to restrictions on ownership and transfer of stock; and
- (f) upon each issuance of any of the Shares subsequent to the date hereof, the total number of shares of Common Stock of the Company issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of Common Stock that the Company is authorized to issue under the Charter.

Based on the foregoing, and subject to the assumptions and qualifications set forth herein, it is our opinion that, as of the date of this letter:

1. The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of Maryland.
2. The Shares have been generally authorized for issuance pursuant to the Plan and if, as and when the Shares are issued subsequent to the date hereof either as awards of restricted stock or upon the exercise of options, or in respect of stock appreciation rights, restricted stock units, phantom shares, dividend equivalent rights or other equity-based awards, in each case duly authorized by the Board of Directors of the Company or a properly appointed committee thereof to which the Board of Directors has delegated the requisite power and authority, in exchange for the consideration therefor, all in accordance with, and subject to, the terms and conditions of the Plan and the awards of restricted stock, options, stock appreciation rights, restricted stock units, phantom shares, dividend equivalent rights or other equity-based awards relating to such Shares, such Shares will be duly authorized, validly issued and fully paid and non-assessable.

The foregoing opinion is limited to the laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

This opinion letter is issued as of the date hereof and is necessarily limited to laws now in effect and facts and circumstances presently existing and brought to our attention. We assume no obligation to supplement this opinion letter if any applicable laws change after the date hereof, or if we become aware of any facts or circumstances that now exist or that occur or arise in the future and may change the opinions expressed herein after the date hereof.

We consent to your filing this opinion as an exhibit to the Registration Statement and further consent to the filing of this opinion as an exhibit to the applications to securities commissioners for the various states of the United States for registration of the Shares. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act.

Very truly yours,

/s/ Ballard Spahr LLP

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Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

The Board of Directors
City Office REIT, Inc.

We consent to the use of our report dated February 27, 2019, with respect to the consolidated balance sheets of City Office REIT, Inc. as of December 31, 2018 and 2017, and the related consolidated statements of operations, changes in equity and cash flows for each of the years in the three year period ended December 31, 2018, the related notes, and financial statement schedule III (collectively, the “consolidated financial statements”), incorporated herein by reference.

Our report on the consolidated financial statements refers to changes in the presentation of restricted cash in the consolidated statements of cash flows, due to the adoption on January 1, 2018 of ASU 2016-18, *Statement of Cash Flows: Restricted Cash*.

/s/ KPMG LLP

Chartered Professional Accountants

August 6, 2019
Vancouver, Canada

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