

Edgar Filing: Easterly Government Properties, Inc. - Form SC 13G

Easterly Government Properties, Inc.
Form SC 13G
February 06, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Easterly Government Properties, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

27616P103
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 - Rule 13d-1(c)
 - Rule 13d-1(d)
-

CUSIP No. 27616P103 13GPage 2 of 8

| | |
|----|---|
| 1 | NAME OF REPORTING PERSONS |
| 2 | Zimmer Partners, LP CHECK THE APPROPRIATE BOX IF A ^(a) MEMBER ^(b) OF A GROUP* SEC USE ONLY |
| 3 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| 4 | SOLE VOTING POWER 0 |
| 5 | SHARED VOTING POWER 3,327,205 ** |
| 6 | SOLE DISPOSITIVE POWER 0 |
| 7 | SHARED DISPOSITIVE POWER 3,327,205 ** |
| 8 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,327,205 ** |
| 9 | 3,327,205 ** |
| 10 | 3,327,205 ** |

CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES*

11

PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW 9
5.5%**

12

TYPE OF
REPORTING
PERSON*
IA, PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4.

CUSIP No. 27616P103 13GPage 3 of 8

| | |
|----|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | Sequentis Financial LLC CHECK THE APPROPRIATE BOX IF A ^(a) MEMBER OF A GROUP* SEC USE ONLY |
| 3 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER 3,327,205 ** |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER 3,327,205 ** |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,327,205 ** |
| 10 | CHECK BOX |

IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES*

11 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW 9
5.5%****

12 TYPE OF
REPORTING
PERSON*
HC, CO

CUSIP No. 27616P103 13GPage 4 of 8

| | |
|---|---|
| | NAME OF REPORTING PERSONS |
| | Zimmer Partners GP, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A ^(a) MEMBER OF A GROUP* SEC USE ONLY |
| 3 | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| 5 | SOLE VOTING POWER 0 |
| 6 | SHARED VOTING POWER 3,327,205 ** |
| 7 | SOLE DISPOSITIVE POWER 0 |
| 8 | SHARED DISPOSITIVE POWER 3,327,205 ** |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,327,205 ** |

10 CHECK
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IF
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AGGREGATE
AMOUNT
IN
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(9)
EXCLUDES
CERTAIN
SHARES*

11 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW 9
5.5%**

12 TYPE OF
REPORTING
PERSON*
HC, OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4.

CUSIP No. 27616P103 13GPage 5 of 8

| | |
|----|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | Stuart J. Zimmer CHECK THE APPROPRIATE BOX IF (a) A (b) MEMBER OF A GROUP* SEC USE ONLY |
| 3 | CITIZENSHIP OR PLACE OF ORGANIZATION United States |
| 4 | SOLE VOTING POWER 0 |
| 5 | SHARED VOTING POWER 3,327,205 ** |
| 6 | SOLE DISPOSITIVE POWER 0 |
| 7 | SHARED DISPOSITIVE POWER 3,327,205 ** |
| 8 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,327,205 ** |
| 9 | CHECK BOX |
| 10 | CHECK BOX |

IF
THE
AGGREGATE
AMOUNT
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ROW
(9)
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CERTAIN
SHARES*

11 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW 9
5.5%****

12 TYPE OF
REPORTING
PERSON*
HC, IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4.

SCHEDULE 13G

This Schedule 13G (this “Schedule 13G”) is being filed on behalf of Zimmer Partners, LP, a Delaware limited partnership (the “Investment Manager”), Sequentis Financial LLC, a Delaware limited liability company (“Sequentis”), Zimmer Partners GP, LLC, a Delaware limited liability company (the “GP”), and Stuart J. Zimmer (collectively, the “Reporting Persons”). Sequentis is the sole member of the GP. Stuart J. Zimmer and a trust for his benefit are the sole members of Sequentis. The GP is the general partner of the Investment Manager. The Investment Manager is the investment manager of ZP Master Utility Fund, Ltd. (the “Master Fund”), ZP Master Energy Fund, L.P., and ZP Energy Fund L.P. (the “Energy Funds”) and managed accounts (collectively with the Master Fund and the Energy Funds, the “Zimmer Accounts”). This Schedule 13G relates to Common Stock of Easterly Government Properties, Inc., a U.S. Corporation (the “Issuer”), held by the Zimmer Accounts.

Item 1(a) Name of Issuer.

Easterly Government Properties, Inc.

Item 1(b)

Address of Issuer’s Principal Executive Offices.

2101 L Street NW, Suite 650
Washington, D.C. 20037

Item 2(a) Name of Person Filing.

- (1) Zimmer Partners, LP
- (2) Sequentis Financial LLC
- (3) Zimmer Partners GP, LLC
- (4) Stuart J. Zimmer

Item 2(b) Address of Principal Business Office, or, if none, Residence.

For all Filers:

9 West 57th Street, 33rd Floor
New York, NY 10019

Item 2(c) Citizenship or Place of Organization.

- (1) Zimmer Partners, LP is a Delaware limited partnership.
- (2) Sequentis Financial LLC is a Delaware limited liability company
- (3) Zimmer Partners GP, LLC is a Delaware limited liability company.
- (4) Stuart J. Zimmer is a U.S. citizen.

Item 2(d) Title of Class of Securities.

Common Stock

Item 2(e) CUSIP Number.

27616P103

Item 3 Reporting Person.

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If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
-

Item 4 Ownership.

(a) The Reporting Persons may be deemed the beneficial owners of 3,327,205 Common Stock.

The Reporting Persons may be deemed the beneficial owners of 5.5% of the outstanding Common Shares. This percentage was determined by dividing 3,327,205 by 60,818,841, which is the number of Common Shares outstanding as per Issuer's Form 10-Q filed on November 5, 2018 with the Securities and Exchange Commission.

(c) The Reporting Persons have the shared power to vote and dispose of the 3,327,205 Common Shares beneficially owned.

Item 5 Ownership of Five Percent or Less of a Class

Not applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

The Zimmer Accounts have an indirect interest in dividends and/or sale proceeds of the Common Shares held by the Zimmer Accounts.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Report on by the Parent Holding Company or Control Person

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit 99-1

Joint Filing Agreement, dated February 6, 2019, among the Investment Manager, Sequentis, the GP and Stuart J. Zimmer.

SIGNATURE

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

Date: February 6, 2019

Zimmer Partners, LP

By: Zimmer Partners GP, LLC, its general partner

By: /s/ Barbara Burger
BARBARA BURGER, Authorized Signatory

Sequentis Financial LLC

By: /s/ Stuart J. Zimmer
STUART J. ZIMMER, Director

Zimmer Partners GP, LLC

By: Sequentis LLC, Sole Member

By: /s/ Stuart J. Zimmer
STUART J. ZIMMER, Director

/s/ Stuart J. Zimmer
Stuart J. Zimmer

EXHIBIT 99-1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock of Easterly Government Properties, Inc. and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 6, 2019.

Zimmer Partners, LP

By: Zimmer Partners GP, LLC, its general partner

By: /s/ Barbara Burger

BARBARA BURGER, Authorized Signatory

Sequentis Financial LLC

By: /s/ Stuart J. Zimmer

STUART J. ZIMMER, Director

Zimmer Partners GP, LLC

By: Sequentis LLC, Sole Member

/s/ Stuart J. Zimmer

By: STUART J. ZIMMER, Director

/s/ Stuart J. Zimmer

Stuart J. Zimmer