

MALKIN ANTHONY E

Form 4

August 17, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MALKIN ANTHONY E

2. Issuer Name **and** Ticker or Trading Symbol
Empire State Realty Trust, Inc.
[ESRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EMPIRE STATE REALTY TRUST, INC., 111 WEST 33RD STREET, 12TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
08/15/2017

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)
NEW YORK, NY 10120

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	08/15/2017		J		11,342 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	11,342
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	08/15/2017		J		186,421 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	186,421

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MALKIN ANTHONY E C/O EMPIRE STATE REALTY TRUST, INC. 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120	X Chairman and CEO

Signatures

/s/ Debra E. Levin,
Attorney-in-Fact

08/17/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents OP Units of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the holder for shares of Class A Common Stock of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The right to redeem OP Units does not have an expiration date.

(2) Represents the balance of consideration in connection with the Issuer's acquisition, on July 15, 2014, of the ground and operating leases at 112 West 34th St. and the ground lease at 1400 Broadway. LARRYMAE PARTNERS LLC, Peter L. Malkin Family 9 LLC and Peter L. Malkin Family 2000 LLC, entities for which the reporting person serves as sole manager, were investors in the entities that previously owned these leases and delivery of a portion of the consideration payable to such investors by the Issuer at closing was deferred for a three-year period pending resolution of any contingencies. Absent any contingencies, this portion of the consideration has now been released. Shares of the Issuer's common stock and OP Units were issued at \$16.65 per share/unit in connection with the closing of the transaction on July 15, 2014.

(3) Reflects adjustments in the classification of beneficial ownership of Operating Partnership Units among the Reporting Person and members of his immediate family.

(4) Includes OP Units held by (i) family trusts and entities for which Anthony E. Malkin has sole voting and investment power as sole manager or sole trustee, as applicable, or Anthony E. Malkin and his wife have shared voting and investment power as managers or trustees, as applicable, all for the benefit of Anthony E. Malkin, his wife, and other direct descendants of Peter L. Malkin or spouses of such descendants, and (ii) family trusts for the benefit of Anthony E. Malkin's children. Anthony E. Malkin disclaims beneficial

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ownership of such OP Units, except to the extent of his pecuniary interest therein.

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

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