

RMR Group Inc.
Form 4/A
December 22, 2015

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 *
Government Properties Income Trust

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RMR Group Inc. [NASDAQ:RMR]

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

TWO NEWTON PLACE, 255
WASHINGTON STREET, SUITE
300

11/27/2015

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2015

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

NEWTON, MA 02458

(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	(A) or (D)	Price
Class A Common Stock, par value \$0.001	11/27/2015		J ⁽¹⁾		768,032 ⁽²⁾	D	\$ 0 ⁽¹⁾ 773,169
Class A Common Stock, par value \$0.001	11/27/2015		J ⁽³⁾	A	441,056		\$ 0 ⁽³⁾ 1,214,225

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

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Government Properties Income Trust
TWO NEWTON PLACE
255 WASHINGTON STREET, SUITE 300
NEWTON, MA 02458

X

Signatures

/s/ Mark L. Kleifges, Treasurer and Chief Financial Officer, Government Properties Income Trust

12/22/2015

__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).
- On November 13, 2015, the Reporting Person approved the distribution of shares of Class A Common Stock of The RMR Group Inc. ("INC Shares") pro rata to holders of the Reporting Person's common shares of beneficial interest of record as of November 27, 2015 (the "Distribution"). The Distribution was paid on December 14, 2015.
- (1) This amendment is being filed to revise the number of INC Shares distributed by the Reporting Person following adjustment subsequent to the initial report for required payments to the Depository Trust Company ("DTC") of cash in lieu of fractional shares to DTC participants.
 - (2) On November 13, 2015, Select Income REIT ("SIR") approved the distribution of INC Shares pro rata to holders of SIR's common shares of beneficial interest of record as of November 27, 2015 (the "SIR Distribution"), and, as a holder of 24,918,421 SIR common shares, the

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Reporting Person received 441,056 INC Shares from SIR in the SIR Distribution. The SIR Distribution was paid on December 14, 2015. The Reporting Person did not pay any consideration for the INC Shares it received in the SIR Distribution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.