

Paramount Group, Inc.  
Form 8-K  
December 14, 2015

**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): December 14, 2015**

**Paramount Group, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-36746**  
**(Commission**  
**File Number)**

**32-0439307**  
**(IRS Employer**  
**Identification No.)**

**1633 Broadway, Suite 1801**

**10019**

**New York, New York**  
**(Address of Principal Executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (212) 237-3100**

N/A

**(Former name or former address, if changed from 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))

**Item 8.01. Other Events.**

On December 14, 2015, Paramount Group, Inc. (the Company) filed with the Securities and Exchange Commission a prospectus supplement (the Prospectus Supplement) to its prospectus dated December 14, 2015, which was included in its automatic shelf registration statement on Form S-3 (File No. 333-208541) (the Registration Statement). The Prospectus Supplement relates to 46,601,137 shares of the Company's common stock that may be issued from time to time if, and to the extent that, the holders of an equal number of common units of limited partnership interests (OP Units) in Paramount Group Operating Partnership LP present such OP Units for redemption, and the Company exercises its right, in its sole and absolute discretion, to issue shares of its common stock in exchange of some or all OP Units presented for redemption.

An opinion of the Company's counsel, Goodwin Procter LLP, regarding the legality of the shares of common stock covered by the Prospectus Supplement described above is filed as Exhibit 5.1 hereto and is incorporated herein by reference and into the Registration Statement and Prospectus Supplement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| <i>Exhibit<br/>Number</i> | <i>Description</i>  |
|---------------------------|---|
| 5.1                       | Opinion of Goodwin Procter LLP regarding the legality of the securities offered |
| 23.1                      | Consent of Goodwin Procter LLP (included in Exhibit 5.1)                        |

**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.

**PARAMOUNT GROUP, INC.**

By: /s/ Gage Johnson

Name: Gage Johnson

Title: Senior Vice President, General Counsel  
and Secretary

Date: December 14, 2015