

KARP DAVID A
Form 4
March 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
KARP DAVID A

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

C/O EMPIRE STATE REALTY TRUST, INC., 111 WEST 33RD STREET, 12TH FLOOR

(Street)

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

NEW YORK, NY 10120

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | | 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 |
| LTIP Units ⁽¹⁾ | <u>(1)</u> | 03/20/2019 | | J ⁽²⁾ | | | 45,630 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock 45,630 |
| LTIP Units ⁽¹⁾ | <u>(1)</u> | 03/20/2019 | | A | | 12,390 | <u>(3)</u> <u>(4)</u> | <u>(1)</u> ⁽³⁾ ⁽⁴⁾ | <u>(1)</u> | Class A Common Stock 12,390 |
| LTIP Units ⁽¹⁾ | <u>(1)</u> | 03/20/2019 | | A | | 57,242 | <u>(4)</u> <u>(5)</u> | <u>(1)</u> ⁽⁴⁾ ⁽⁵⁾ | <u>(1)</u> | Class A Common Stock 57,242 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| KARP DAVID A C/O EMPIRE STATE REALTY TRUST, INC. 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120 | | | EVP and CFO | |

Signatures

/s/ Bart S. Goldstein,
Attorney-in-Fact

03/22/2019

**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) These represent long term incentive plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon sufficient allocations to the capital accounts of the LTIP Units for federal income tax purposes, LTIP Units are convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership interests ("Operating Partnership Units") of the Operating Partnership, which are redeemable by the holder for shares of Class A Common Stock of Empire State Realty Trust, Inc. (the "Issuer") on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP units into Operating Partnership Units and redeem Operating Partnership Units do not have expiration dates.

(2) These LTIP Units were granted on February 29, 2016 and were scheduled to vest based on the achievement of certain performance criteria relating to the Issuer's total return to the shareholders during a three-year performance period ending December 31, 2018. These units were forfeited due to failure to satisfy such performance criteria as of December 31, 2018.

(3) These represent fully vested LTIP Units issued, pursuant to the Issuer's First Amended and Restated Empire State Realty Trust, Inc. Empire State Realty OP, L.P. 2013 Equity Incentive Plan (as amended and restated as of April 4, 2016), in connection with an annual incentive bonus compensation election made by the reporting person

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- (4) Each of the LTIP Units is subject to a holding period for an additional two years following the applicable vesting date of such LTIP Unit.
- (5) These LTIP Units vest 25% ratably on each of the first four anniversaries of January 1, 2019, subject to continued employment through such dates.

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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