

Commonwealth REIT  
Form 8-K/A  
January 31, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **January 4, 2014**

**COMMONWEALTH REIT**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**1-9317**  
(Commission File Number)

**04-6558834**  
(IRS Employer Identification No.)

**Two Newton Place, 255 Washington Street,**

**Suite 300, Newton, Massachusetts**  
(Address of Principal Executive Offices)

**02458-1634**  
(Zip Code)

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(617) 332-3990

(Registrant's Telephone Number, Including Area Code)

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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 (see General Instruction A.2. below):

- 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))
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**Explanatory Note**

Commonwealth REIT is filing this Form 8-K/A (Amendment No. 1) to update Item 5.02 of our Current Report on Form 8-K dated January 4, 2014, filed with the Securities and Exchange Commission on January 9, 2014.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 28, 2014, our Board of Trustees appointed each of Ronald J. Artinian and Ann Logan to serve on our Audit, Compensation and Nominating and Governance Committees in addition to the Independent Trustees already serving on those committees. Also on January 28, 2014, we granted to each of Mr. Artinian and Ms. Logan 2,000 common shares of beneficial interest, par value \$0.01 per share, or Common Shares, valued at \$23.46, the closing price of the Common Shares on the New York Stock Exchange on that day, consistent with our trustee compensation arrangements.

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**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.

By: /s/ John C. Popeo  
Name: John C. Popeo  
Title: Treasurer and Chief Financial Officer

Date: January 31, 2014

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