FORM 3

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

Washington, D.C. 20549

OMB APPROVAL

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# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Mastropietro Armand			2. Date of Event Requiring Statement (Month/Day/Year) 11/02/2017		3. Issuer Name and Ticker or Trading Symbol WASHINGTON PRIME GROUP INC. [ WPG ]					
(Last) (First) (Middle)					Relationship of Reporting Pers (Check all applicable)	, ,	(Mo	If Amendment, Date of Original Filed (Month/Day/Year)     Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person		
C/O WASHINGTON PRIME GROUP INC. 180 EAST BROAD STREET					Director  X Officer (give title below)  Exec VP, Property Ma	10% Owne Other (spe below)	cify 6. II			
(Street) COLUMBUS OH 43215		Exce v1,110perty Management				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
* ` '				2. Amount of Securities Beneficially Owned (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)     A. Nature of Indirect Beneficial Ownership (Instr. 5)					
Common Shares of Beneficial Interest, \$0.0001 par value				29,790(1)	D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Exercise Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (Right to Buy)		(2)	03/11/201	Common Stock, \$0.0001 par value per share	2,195	1.79	D			
Stock Option (Right to Buy)		(2)	03/04/2020	Common Stock, \$0.0001 par value per share	2,195	5.76	D			
Unvested LTIP Units <sup>(3)</sup>		(4)(5)	(4)	Common Stock, \$0.0001 par value per share	5,704	(4)	D			
Vested LTIP Units <sup>(3)</sup>		(4)	(4)	Common Stock, \$0.0001 par value per share	5,703	(4)	D			
Unvested LTIP Units <sup>(6)</sup>		(4)(7)	(4)	Common Stock, \$0.0001 par value per share	4,268	(4)	D			
Vested LTIP Units <sup>(6)</sup>		(4)	(4)	Common Stock, \$0.0001 par value per share	2,134	(4)	D			
Restricted Stock Units		(8)	(8)	Common Stock, \$0.0001 par value per share	16,841	(9)	D			
Restricted Stock Units		(8)	(8)	Common Stock, \$0.0001 par value per share	9,005	(10)	D			
Performance Stock Units		(11)	(11)	Common Stock, \$0.0001	9,005	(12)	D			

## Explanation of Responses:

- 1. Includes 5,326 shares of restricted common stock of Washington Prime Group Inc. (the "Company" or "Issuer").
- 2. These stock options are exercisable and, subject to the terms of the stock option award agreement, will remain exercisable until the expiration date.
- 3. Represents long-term incentive performance ("LTIP") units of Washington Prime Group, L.P (the "Operating Partnership"), of which the Company is the sole general partner, issued to Mr. Mastropietro (the "Reporting Person") on February 24, 2015 as long-term incentive compensation pursuant to the Operating Partnership's 2014 Stock Incentive Plan (the "Incentive Plan") in compliance with Rule 16b-3. These LTIP units were issued as "Series 2015A LTIP Units" under the Incentive Plan.

- 4. When earned and vested, each LTIP unit may be converted (at the Reporting Person's option) on a one-for-one basis into a unit of limited partnership interest ("Partnership Unit") subject to the terms and conditions of the applicable certificate of designation that relates to the LTIP units. Each Partnership Unit may be exchanged for a share of the Company's common stock (the "Common Stock") on a one-forone basis, or cash, as selected by the Company. LTIP units have no set expiration date.
- 5. Subject to certain exceptions, 50% of the listed LTIP units will vest on January 15, 2018 and the remaining 50% will vest on January 15, 2019.
- 6. Represents LTIP units of the Operating Partnership issued to the Reporting Person on February 25, 2016 as long-term incentive compensation pursuant to the Operating Partnership's Incentive Plan in compliance with Rule 16b-3. These LTIP units were issued as "Series 2015B LTIP Units" under the Incentive Plan.
- 7. Subject to certain exceptions, 50% of the listed LTIP units will vest on January 1, 2018 and the remaining 50% will vest on January 1, 2019.
- 8. The listed restricted stock units ("RSUs") shall vest and become nonforfeitable in one-third installments on each of the first, second and third anniversaries of the February 21, 2017 grant date (the "Grant Date") provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement, as amended, and subject to certain provisions of such agreement relating to a change in control of the Issuer.
- 9. Each of the RSUs was issued to the Reporting Person on the Grant Date as incentive compensation payment for the Company's 2016 Annual Awards and represents a contingent right to receive one share of
- 10. Each of the RSUs was issued to the Reporting Person on the Grant Date in connection with the issuance of the Company's 2017 Annual Awards and represents a contingent right to receive one share of Common Stock.
- 11. Unvested performance stock units ("PSUs") shall be earned based upon the satisfaction of certain relative total shareholder return ("TSR") criteria with a percentage of vested PSUs ranging from 0% to 150% over a three-year performance period from the Grant Date to February 21, 2020 ("Vesting Date"), provided that the Reporting Person is in continued compliance with certain covenants in the Reporting Person's employment agreement, as amended, and subject to certain provisions of such agreement relating to a change in control of the Issuer. Settlement of the PSUs shall occur as soon as practicable after the Vesting Date, but no later than March 15, 2021.
- 12. Each of the PSUs was awarded on the Grant Date in connection with the issuance of the Company's 2017 Annual Awards and represents a contingent right to receive one share of Common Stock

#### Remarks:

The filing of this Statement shall not be construed as an admission: (a) that the person filing this Statement is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any equity securities covered by this Statement, or (b) that this Statement is legally required to be filed by such person. This statement is executed pursuant to the Limited Power of Attorney filed with this Statement. Exhibit 24 – Limited Power of Attorney, dated November 2, 2017.

> /s/ Robert J. Demchak, as 11/13/2017 Attorney-in-Fact

\*\* Signature of Reporting Person

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

- \* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

#### LIMITED POWER OF ATTORNEY

For Executing Form ID and Forms, 3, 4, 5 and 144

The undersigned hereby appoints each of Robert P. Demchak, Mark E. Yale, and Stephen E. Ifeduba signing singly, as the true and lawful attorney-in-fact for the undersigned, for such period of time that the undersigned is required to file reports pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), due to the undersigned's affiliation with Washington Prime Group Inc., an Indiana corporation (the "Company"), unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, to:

- (1) execute for and on behalf of the undersigned Form ID (Uniform Application for Access Codes to file on EDGAR) and Forms 3, 4, 5 and 144 and any amendments to previously filed forms in accordance with Section 16(a) of the Exchange Act or Rule 144 of the Securities Act and the rules thereunder.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form ID and Forms 3, 4, 5 and 144 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority as required by law; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 of the Securities Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney shall replace all prior Limited Power of Attorneys executed by the undersigned with respect to Forms 144 and the aforementioned Section 16 reports filed to report the undersigned's holdings of and transactions in securities issued by the Company. All such prior Limited Power of Attorneys are hereby revoked and deemed hereby null and void.

2017.

 $IN\ WITNESS\ WHEREOF,\ the\ undersigned\ has\ caused\ this\ Limited\ Power\ of\ Attorney\ to\ be\ executed\ as\ of\ this\ 2^{nd}\ day\ of\ November$ 

/s/ Armand Mastropietro
Signature

Armand Mastropietro
Type or Print Name