

Washington Prime Group Inc.  
Form 8-A12B  
January 14, 2015

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

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR (G) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**Washington Prime Group Inc.\***

(Exact name of registrant as specified in its charter)

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**Indiana**  
(State of incorporation or organization)

**046-4323686**  
(I.R.S. Employer  
Identification No.)

**7315 Wisconsin Avenue, Bethesda,**  
**Maryland**  
(Address of principal executive offices)

**20814**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
8.125% Series G Cumulative Redeemable Preferred Stock, par value \$0.0001 per share	The New York Stock Exchange
7.5% Series H Cumulative Redeemable Preferred Stock, par value \$0.0001 per share	The New York Stock Exchange
6.875% Series I Cumulative Redeemable Preferred Stock, par value \$0.0001 per share	The New York Stock Exchange

**If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:  X**

**If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:  0**

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\*On January 15, 2015, Washington Prime Group Inc. will begin doing business as WP GLIMCHER

Securities Act registration statement file number to which this form relates: **333-199626**

Securities to be registered pursuant to Section 12(g) of the Act:

**Title of class**  
None

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**Item 1. Description of Securities To Be Registered.**

A description of the 8.125% Series G Cumulative Redeemable Preferred Stock, par value \$0.0001 per share, the 7.5% Series H Cumulative Redeemable Preferred Stock, par value \$0.0001 per share and the 6.875% Series I Cumulative Redeemable Preferred Stock, par value \$0.0001 per share, of Washington Prime Group Inc. (the Company), is set forth under Description of WPG Capital Stock in the Company's Registration Statement on Form S-4 (File No. 333-199626) initially filed with the Securities and Exchange Commission on October 28, 2014, and amended on November 24, 2014, including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement and Plan of Merger, dated as of September 16, 2014, by and among Washington Prime Group Inc., Washington Prime Group, L.P., WPG Subsidiary Holdings I, LLC, WPG Subsidiary Holdings II Inc., Glimcher Realty Trust and Glimcher Properties Limited Partnership. (incorporated by reference to Annex A to the proxy statement/prospectus filed as part of the Registration Statement on Form S-4 filed October 28, 2014 (Commission File No. 333-199626))
3.1	Amended and Restated Articles of Incorporation of Washington Prime Group Inc. (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-4 filed October 28, 2014 (Commission File No. 333-199626))
3.2	Amended and Restated Bylaws of Washington Prime Group Inc. (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-4 filed October 28, 2014 (Commission File No. 333-199626))
4.1	Articles of Amendment to the Company's Amended and Restated Articles of Incorporation Setting Forth the Terms of Series G Cumulative Redeemable Preferred Stock of Washington Prime Group Inc.*
4.2	Articles of Amendment to the Company's Amended and Restated Articles of Incorporation Setting Forth the Terms of Series H Cumulative Redeemable Preferred Stock of Washington Prime Group Inc.*
4.3	Articles of Amendment to the Company's Amended and Restated Articles of Incorporation Setting Forth the Terms of Series I Cumulative Redeemable Preferred Stock of Washington Prime Group Inc.*

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\* Filed herewith

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Washington Prime Group Inc.**

Date: January 14, 2015

By: /s/ Robert P. Demchak  
Name: Robert P. Demchak  
Title: Secretary and General counsel