

Easterly Government Properties, Inc.
Form 424B7
October 07, 2016

Filed Pursuant to Rule 424(b)(7)

Registration No. 333-210052

Prospectus Supplement to Prospectus dated May 3, 2016

414,045 Shares

Easterly Government Properties, Inc.

Common Stock

This prospectus supplement supplements and amends the prospectus dated May 3, 2016, as amended by the prospectus supplements dated June 22, 2016 and August 12, 2016, relating to the possible resale, from time to time, by the selling stockholders named in this prospectus supplement of up to 414,045 shares of our common stock and the possible issuance of up to 36,263 shares of our common stock in exchange for common units of partnership interest, or common units, in Easterly Government Properties LP, our operating partnership, tendered for redemption by one or more of the limited partners pursuant to their contractual rights. The selling stockholders may only offer for sale the common stock issued upon redemption of common units if they exercise their rights to tender their common units for cash, and we exercise our right to issue common stock to them instead of cash. We will not receive any of the proceeds from the issuance of the common stock to the holder or from the resale of the shares by the holders.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supplements and amends information contained in the prospectus.

Unless otherwise indicated or the context requires otherwise, in this prospectus supplement and the accompanying prospectus, references to “we,” “our,” “us,” and “our company” refer to Easterly Government Properties, Inc., a Maryland corporation, and its consolidated subsidiaries.

Investing in our common stock involves risks. See “Risk Factors” beginning on page 2 of the prospectus as well as the risk factors relating to our business that are incorporated by reference in the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 7, 2016.

We are providing this prospectus supplement to update the table under the caption “Selling Stockholders,” in the prospectus dated May 3, 2016 (File No. 333-210052), as amended by the prospectus supplements dated June 22, 2016 and August 12, 2016. The following information is based upon information provided to us by the selling stockholders and is accurate to the best of our knowledge as of October 7, 2016.

The “selling stockholders” are the people or entities who may sell shares of our common stock registered pursuant to this prospectus supplement and the accompanying prospectus. Such selling stockholders may currently hold shares of our common stock registered pursuant to this prospectus supplement or may receive shares of our common stock registered pursuant to this prospectus supplement upon exchange of common units tendered for redemption. The following table provides the names of the selling stockholders, the number of shares of our common stock and common units currently owned by such selling stockholders prior to any exchange by them of common units and prior to any resale of shares of our common stock, the maximum number of shares of our common stock offered hereby, the maximum number of shares of our common stock currently issuable to such selling stockholders upon redemption of common units and the aggregate number of shares of our common stock and common units that will be owned by such selling stockholders after the redemption assuming all of the offered shares are sold. Since the selling stockholders may sell all, some or none of their shares, we cannot estimate the aggregate number of shares that the selling stockholders will offer pursuant to this prospectus supplement or that the selling stockholders will own upon completion of the offering to which this prospectus supplement relates.

The selling stockholders named below and their permitted transferees, pledgees, orderes or other successors may from time to time offer the shares of our common stock offered by this prospectus supplement.

Name of Selling Stockholder (1)	Prior to Resale		Maximum Number of Shares of Common Stock Issuable upon Redemption of Common Units		After Resale			
	Number of Shares of Common Stock Beneficially Owned	Number of Shares of Common Stock and Common Units Beneficially Owned	Number of Shares of Common Stock Issuable upon Redemption of Common Units	Maximum Number of Shares of Common Stock Offered for Resale	Number of Shares of Common Stock Beneficially Owned (2)	% of All Common Units (3)	Number of Shares of Common Stock and Common Units Beneficially Owned (3)	% of All Common Units (3)
Pipefitters Local 274 Pension Fund Trustey Irrevocable Trust DTD 7/29/15(5)	239,340	239,340	—	239,340	—	—	—	—
Mount Vernon Ladies' Association of the Union(6)	116,751	116,751	—	116,751	—	—	—	—

- (1) The selling stockholders listed below hold shares of our common stock and/or common units in our operating partnership initially sold either (i) in a private placement that occurred simultaneously with our initial public offering or (ii) issued as consideration for the contribution of certain property-owning subsidiaries and properties, including in connection with our initial public offering and formation transactions on February 11, 2015. The selling stockholders were previously limited partners in one or more private investment funds that, prior to our initial public offering and together with certain other entities, constituted our predecessor for accounting purposes.
 - (2) The percentage ownership is determined for each selling stockholder by taking into account the issuance and sale of shares of our common stock of only such selling stockholder. Also assumes that no transactions with respect to our common stock or common units occur other than the issuance of common stock in exchange for common units tendered for redemption. Based on a total of 35,374,810 shares of our common stock outstanding as of October 7, 2016.
 - (3) Assumes that the selling stockholders sell all of their shares of our common stock offered pursuant to this prospectus supplement.
 - (4) John Wende, union trustee and Robert Armistead, management trustee, have voting or investment control with respect to the securities.
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- (5) Robert G. Bannish, James Westra and Kristine M. Trustey, members of the board of trustees of Trustey Irrevocable Trust DTD 7/29/15, have shared voting or investment control with respect to the securities.

- (6) Curtis Viebranz as President and Philip Manno as Chief Financial Officer, have voting or investment control with respect to the securities.