

Commonwealth REIT
Form 3/A
June 24, 2014

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,
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 *

Â HELFAND DAVID
(Last) (First) (Middle)

C/O COMMONWEALTH
REIT,Â TWO NORTH
RIVERSIDE PLAZA, SUITE
600

(Street)

CHICAGO,Â ILÂ 60606

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
05/23/2014

3. Issuer Name **and** Ticker or Trading Symbol
CommonWealth REIT [CWH]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer ☒ Other
(give title below) (specify below)
President & CEO / interim CFO &
interim Treas.

5. If Amendment, Date Original
Filed(Month/Day/Year)
06/02/2014

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call Option (right to buy)	03/26/2014	07/22/2014	Common shares	2,380,952 <u>(1)</u> <u>(2)</u>	\$ 21	I	See footnotes <u>(1)</u> <u>(2)</u>
Call Option (right to buy)	03/26/2014	07/22/2014	Common shares	1,666,666 <u>(1)</u> <u>(2)</u>	\$ 24	I	See footnotes <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELFAND DAVID C/O COMMONWEALTH REIT TWO NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606	X	X	X President & CEO	X interim CFO & interim Treas.

Signatures

/s/ Orrin S. Shifrin,
attorney-in-fact

06/24/2014

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person disclaims beneficial ownership of these securities, which represent options to purchase shares of the Issuer that were granted by Related Fund Management, LLC ("Related") and Corvex Management LP ("Corvex") to EGI-CW Holdings, L.L.C. ("EGI-CW") pursuant to an agreement entered into between Related, Corvex and EGI-CW on February 11, 2014. EGI-CW is indirectly controlled by Chai Trust Company, LLC, an Illinois limited liability company ("Chai"). On June 2, 2014, the date the original Form 3 to which this amendment relates was filed, the reporting person had an indirect pecuniary interest in the options in his capacity as a member of EGI-Fund (11-13) Investors, L.L.C. ("EGI (11-13)"), which is the Managing Member of EGI-CW.

(2) On June 19, 2014, subsequent to the date of the original Form 3, the reporting person became a member of EGI-CW, effective as of February 5, 2014, thereby resulting in the reporting person having an additional reportable indirect pecuniary interest in the options as of the date on which the reporting person became an officer of the Company. The reporting person is not an officer or a director of EGI-CW, EGI (11-13), Chai, or any other controlling person of EGI-CW, and does not have voting or dispositive power over the options, and therefore disclaims beneficial ownership thereof, except to the extent of his pecuniary interest therein.

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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