SEC Form 3 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

(Las)         (First)         (Middle)	1. Name and Address of Reporting Person <sup>*</sup> Logan Franklin V.	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Easterly Government Properties, Inc.</u> [ DEA ]							
$ \frac{2001 \text{ K} \text{ STREET IVW, SUITE 773}}{ Srree0 } \\ WASHINGTON DC 20005 \\ (Cty) (state) (2te) \\ \hline \\ \\ (Cty) (state) (2te) \\ \hline \\ (Cty) (state) (2te) \\ \hline \\ (Cty) (state) (2t$	C/O EASTERLY GOVERNMENT			Issuer (Check all applicable)					
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Table 1 - NOPCREVIEW Securities Beneficially Owned (instr. 4)       3. Amount of Securities $1, 0, 0, 0, 0, 0, 0, 0, 0, 0, 0, 0, 0, 0,$									
1. Title of Security (Instr. 4)2. Amount of Securities geneficially Owned (Instr. 4)3. Nature of Indirect Beneficial Ownership (Instr. 5)4. Nature of Indirect Beneficial Ownership (Instr. 5)Common Stock1,051 $D$ $  -$ <td>(City) (State) (Zip)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	(City) (State) (Zip)								
And the section of the secting of the secting of the secting of	т	able I - Noi	n-Derivati	ive Securities Benefic	cially Ov	vned			
Answir       Answer	1. Title of Security (Instr. 4)			Beneficially Owned (Instr.	Form: D (D) or Ir	Direct Ownership (Instr. 5) Indirect			
Hore the security (Instr. 4)2. Date Every subsective subsecti	Common Stock			1,051					
Expiration JewUnderlying Derivative ServiceConversion PreciseWomership (Instr. 4)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceDate serviceDate serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(1)(1)(2)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)(1)(2)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)Image: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceImage: Date serviceLTIP Units(3)									
Late of the section	1. Title of Derivative Security (Instr. 4)	Expiration Date		Underlying Derivative Security		Conversior or Exercise	Ownership Form:	Indirect Beneficial Ownership (Instr.	
Image: Constraint of the state of					or Number of	Derivative	or Indirect	5)	
Image: Constraint of the state of	LTIP Units <sup>(1)</sup>	(1)(2)	(2)	Common Stock	1,926	(2)	D		
Image: Constant of the state of th	LTIP Units <sup>(3)</sup>	(2)(3)	(2)	Common Stock	1,957	(2)	D		
Image: Constant of the system of th	LTIP Units <sup>(4)</sup>	(2)(4)	(2)	Common Stock	3,926	(2)	D		
LTIP Units <sup>(7)</sup> (2)         (2)         Common Stock         658         (2)         D           LTIP Units         (2)         (2)         Common Stock         9,277         (2)         D	LTIP Units <sup>(5)</sup>	(2)(5)	(2)	Common Stock	543	(2)	D		
Image: A state of the state	LTIP Units <sup>(6)</sup>	(2)(6)	(2)	Common Stock	1,078	(2)	D		
	LTIP Units <sup>(7)</sup>	(2)(7)	(2)	Common Stock	658	(2)	D		
Common Units(8)(8)Common Stock6,957(8)D	LTIP Units	(2)	(2)	Common Stock	9,277	(2)	D		
	Common Units	(8)	(8)	Common Stock	6,957	(8)	D		

1. Represents LTIP Units in Easterly Government Properties LP (the "Operating Partnership"), of which the Issuer is the general partner, granted pursuant to the Issuer's 2015 Equity Incentive Plan, as amended (the "Plan"). The LTIP Units, and the common units of limited partnership interest in the Operating Partnership (each, a "Common Unit") into which such LTIP Units may be converted, will vest on December 31, 2023 in accordance with the terms of the award and subject to the reporting person's continued employment.

2. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Common Unit. Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. The rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.

3. Represents LTIP Units in the Operating Partnership granted pursuant to the Plan. The LTIP Units, and the Common Units into which such LTIP Units may be converted, will vest on December 31, 2024 in accordance with the terms of the award and subject to the reporting person's continued employment.

4. Represents LTIP Units in the Operating Partnership granted pursuant to the Plan. The LTIP Units, and the Common Units into which such LTIP Units may be converted, will vest on December 31, 2025 in accordance with the terms of the award and subject to the reporting person's continued employment.

5. Represents a target number of LTIP Units in the Operating Partnership granted as long-term incentive compensation pursuant to the Plan that may be earned based on the Issuer's performance through December 31, 2023. Subject to the reporting person's continued employment, earned LTIP Units will vest when earned following the end of the performance period.

6. Represents the maximum number of LTIP Units in the Operating Partnership granted as long-term incentive compensation pursuant to the Plan that may be earned based on the Issuer's performance through December 31, 2024. Subject to the reporting person's continued employment, earned LTIP Units will vest when earned following the end of the

performance period.

7. Represents the maximum number of LTIP Units in the Operating Partnership granted as long-term incentive compensation pursuant to the Plan that may be earned based on the Issuer's performance through December 31, 2025. Subject to the reporting person's continued employment, earned LTIP Units will vest when earned following the end of the performance period.

8. Each Common Unit may be presented for redemption, at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. The rights to redeem Common Units do not have expiration dates.

### **Remarks:**

See Exhibit 24.1 - Power of Attorney

#### /s/ Franklin V. Logan

\*\* Signature of Reporting Person <u>03/06/2023</u> Date

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 EASTERLY GOVERNMENT PROPERTIES, INC. SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Alison E. Marino and Meghan G. Baivier, each signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Easterly Government Properties, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange 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 and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or 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 might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this 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, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an officer of the Company.

This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of March, 2023.

Signature: /s/ Franklin V. Logan Print Name: Franklin V. Logan