
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):
June 1, 2016**

Easterly Government Properties, Inc.
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-36834
(Commission
File Number)

47-2047728
(IRS Employer
Identification No.)

2101 L Street NW, Suite 650, Washington, D.C.
(Address of Principal Executive offices)

20037
(Zip Code)

Registrant's telephone number, including area code: (202) 595-9500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01. Regulation FD Disclosure.

On June 1, 2016, Easterly Government Properties, Inc. (the "Company") issued a press release announcing that the Company, on May 27, 2016, entered into separate definitive purchase and sale agreements to acquire a 302,057-square foot portfolio of four U.S. Government-leased properties. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this "Current Report").

Also on June 1, 2016, the Company issued a press release announcing the commencement of an underwritten public offering of an aggregate of 6,126,967 shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock"), consisting of (i) 3,800,000 shares of Common Stock being offered directly by the Company, (ii) 1,500,000 shares of Common Stock being offered on a forward basis in connection with certain forward sales agreements and (iii) 826,967 shares of Common Stock being offered by certain selling stockholders. A copy of that press release is furnished as Exhibit 99.2 to this Current Report.

The information in this Item 7.01 of this Current Report, including Exhibit 99.1 and Exhibit 99.2 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibit:

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated June 1, 2016
99.2	Press release dated June 1, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EASTERLY GOVERNMENT PROPERTIES, INC.

By: /s/ William C. Trimble, III

Name: William C. Trimble, III

Title: Chief Executive Officer and President

Date: June 1, 2016



**EASTERLY GOVERNMENT PROPERTIES ANNOUNCES AGREEMENT TO
ACQUIRE 302,057 SF PORTFOLIO FOR \$97.4 MILLION**

~ Acquisitions Announced Since IPO Totals 13 ~

WASHINGTON, D.C. – June 1, 2016 – Easterly Government Properties, Inc. (NYSE: DEA) (the “Company” or “Easterly”), a fully integrated real estate investment trust focused primarily on the acquisition, development and management of Class A commercial properties leased to the U.S. Government, announced today that it has agreed to acquire a 302,057-square foot portfolio of four U.S. Government-leased properties for a purchase price of approximately \$97.4 million.

“We are excited to further expand our portfolio of U.S. Government-leased properties with the acquisition of this four-property portfolio,” said William C. Trimble III, Chief Executive Officer of Easterly Government Properties, Inc. “This portfolio is squarely in the bullseye of our target market and is indicative of the focused, mission-critical portfolio that we continue to build by maintaining our strict underwriting criteria and leveraging our relationships to source transactions off-market.”

FBI - Birmingham

FBI - Birmingham, a built-to-suit property completed in 2005, is 100% leased through 2020 to the GSA on behalf of the FBI. The 96,278-square foot property is one of 56 field offices of the FBI, a bureau level federal agency within the U.S. Department of Justice, which serves a dual role as both a federal criminal investigative body and an intelligence agency. FBI - Birmingham’s geographic reach spans 31 counties in the northern part of the state. FBI - Birmingham is also responsible for the oversight of four FBI resident agencies located throughout the state of Alabama. The property possesses a number of security features including 100 foot setbacks, reinforced security fencing and vehicle barriers, and redundant power systems.

DEA - Birmingham

DEA - Birmingham, a built-to-suit property completed in 2005, is 100% leased through 2020 to the GSA on behalf of the DEA, the lead U.S. federal agency for the enforcement of controlled substance laws and regulations, and the Bureau of Alcohol, Tobacco, Firearms and Explosives (“ATF”), a bureau level federal agency within the U.S. Department of Justice, whose mission is to protect the public from crimes involving firearms, explosives, arson, and the diversion of tobacco products. The 35,616-square foot property houses one of three DEA district offices within the New Orleans Division, which encompasses four states, and is responsible for the oversight of one satellite resident office in Alabama. The ATF occupancy is part of the two-state (Alabama and Tennessee) Nashville Field Division and is one of four Field Offices in the state of Alabama. The property includes 90 foot setbacks, holding cells, anti-climb perimeter fencing, and a fenced sally port area.

EPA - Kansas City

EPA - Kansas City, a LEED Gold, built-to-suit laboratory completed in 2003, is 100% leased through 2023 to the GSA on behalf of the EPA. The 71,979-square foot laboratory is one of ten regional EPA laboratories which support the agency’s mission to protect human health and the environment. EPA - Kansas City serves as the Region 7 Science and Technology Center, a special purpose laboratory where EPA scientists, using state of the art instruments and techniques, perform chemical and biological analyses, field sampling services, and air monitoring to determine if air, water, soil, plants and animals have been contaminated.

FBI - Albany

FBI - Albany, a built-to-suit property completed in 1998, is 100% leased through 2018 to the GSA on behalf of the FBI. The 98,184-square foot property is one of 56 field offices of the FBI, where the agency fulfills its mission to protect and defend the United States against terrorist and foreign intelligence threats, to uphold and enforce the criminal laws of the United States, and to provide leadership and criminal justice services to federal, state, municipal, and international agencies and partners. FBI - Albany is one of two field offices located in New York with a territory encompassing 32 counties in upstate New York and 14 counties in Vermont. FBI - Albany is also responsible for the oversight of eight FBI resident agencies in the region. The property possesses a number of security features including 100 foot setbacks, reinforced security fencing and hydraulic vehicle barricades, blast resistant envelope and window features, and intrusion detection systems.

“The acquisition of this high-quality portfolio is yet another demonstration of the Easterly team’s definable edge in sourcing, underwriting and acquiring properties leased to the U.S. Government, one of the strongest credit tenants globally,” said Darrell Crate, Chairman of Easterly Government Properties, Inc. “The Company’s proven acquisition strategy is contributing material earnings growth to an already strong, recurring cash flow base. The addition of this portfolio is anticipated to bring Cash NOI to a run-rate annualized level of approximately \$70 million, representing approximately 45% growth from levels at the time of our IPO in February, 2015, and is expected to be accretive to run-rate FFO per share on a fully diluted basis.”

Subject to the completion of customary closing conditions, the Company expects to close the acquisition of FBI - Birmingham, DEA - Birmingham, and EPA - Kansas City, for approximately \$77.2 million, in the third quarter of 2016 and the acquisition of FBI - Albany, for approximately \$20.2 million, in the fourth quarter of 2016. When combined with the previously announced acquisitions of ICE - Albuquerque and NPS - Omaha, for purchase prices totaling \$52.0 million, the Company has achieved total completed or pending acquisitions of \$149.4 million since the start of 2016.

About Easterly Government Properties, Inc.

Easterly Government Properties, Inc. (NYSE:DEA) is based in Washington, D.C., and focuses primarily on the acquisition, development and management of Class A commercial properties that are leased to the U.S. Government. Easterly’s experienced management team brings specialized insight into the strategy and needs of mission-critical U.S. Government agencies for properties leased through the U.S. General Services Administration (GSA). For further information on the company and its properties, please visit www.easterlyreit.com.

This press release contains forward-looking statements within the meaning of federal securities laws and regulations. These forward-looking statements are identified by their use of terms and phrases such as “believe,” “expect,” “intend,” “project,” “anticipate,” “position,” and other similar terms and phrases, including references to assumptions and forecasts of future operating and financial results (such as Cash Net Operating Income (NOI) and Funds from Operation (FFO) per share on a fully diluted basis). Forward-



looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from those anticipated at the time the forward-looking statements are made. These risks include, but are not limited to those risks and uncertainties associated with our business described from time to time in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K filed on March 2, 2016. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information in this release is as of the date of this release, and we undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.

Net Operating Income (NOI) is calculated as total property revenues (rental income, tenant reimbursements and other income) less property operating expenses and real estate taxes from the properties owned by the Company. Cash NOI excludes from NOI straight-line rent and amortization of above-/below-market leases. NOI presented by the Company may not be comparable to NOI reported by other REITs that define NOI differently. NOI should not be considered an alternative to net income as an indication of our performance or to cash flows as a measure of the Company's liquidity or its ability to make distributions.

Funds From Operations (FFO) is generally defined by NAREIT as net income (loss), calculated in accordance with GAAP, excluding gains or losses from sales of property and impairment losses on depreciable real estate, plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO is a widely recognized measure of REIT performance. Although FFO is a non-GAAP financial measure, the Company believes that information regarding FFO is helpful to shareholders and potential investors.

Fully diluted basis assumes the exchange of all outstanding common units representing limited partnership interests in the Company's operating partnership, or common units, the full vesting of all restricted stock units, and the exchange of all earned and outstanding LTIP units in the Company's operating partnership for shares of common stock on a one-for-one basis, which is not the same as the meaning of "fully diluted" under GAAP. Fully diluted basis does not include outstanding LTIP units in the Company's operating partnership that are subject to performance criteria that have not yet been met.

Contact:

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**EASTERLY GOVERNMENT PROPERTIES
ANNOUNCES COMMON STOCK OFFERING**

WASHINGTON, D.C. – June 1, 2016 – Easterly Government Properties, Inc. (NYSE: DEA) (the “Company” or “Easterly”), a fully integrated real estate investment trust focused primarily on the acquisition, development and management of Class A commercial properties leased to the U.S. Government, announced today that it has commenced a public offering of an aggregate of 6,126,967 shares of its common stock, consisting of 3,800,000 shares offered directly by the Company, 1,500,000 shares offered on a forward basis in connection with the forward sales agreements described below, and 826,967 shares offered by certain selling stockholders. The Company expects to grant the underwriters a 30-day option to purchase up to an additional 919,045 shares of common stock offered by the Company at the public offering price.

The Company intends to contribute the net proceeds from this offering to its operating partnership, which intends to use a portion of the net proceeds to fund the previously announced pending acquisition of a four-property portfolio. The balance of the net proceeds, if any, may be used to repay borrowings outstanding under the Company’s senior unsecured revolving credit facility, to fund other potential acquisition opportunities, for general corporate purposes, or a combination of the foregoing.

The Company will not receive any proceeds from the sale of the shares of its common stock by the selling stockholders in this offering.

Citigroup, Jefferies, Raymond James and RBC Capital Markets are acting as joint book-runners for this offering.

In connection with the offering of shares of its common stock on a forward basis, the Company expects to enter into separate forward sales agreements with each of Citigroup Global Markets Inc. and Jefferies LLC, or their affiliates, referred to in this capacity as the forward purchasers. Citigroup Global Markets Inc. and Jefferies LLC, either directly or as agents for their respective affiliated forward purchasers, are, at the Company’s request, borrowing from third parties and selling to the underwriters an aggregate of 1,500,000 shares of the Company’s common stock, in connection with the forward sales agreements.

Pursuant to the terms of the forward sales agreements, and subject to its right to elect cash or net share settlement, the Company intends to issue and sell, upon physical settlement of such forward sales agreements, up to an aggregate of 1,500,000 shares of common stock to the forward purchasers.

The Company expects to physically settle the forward sales agreements and receive proceeds, subject to certain adjustments, from the sale of its shares of common stock upon one or more such physical settlements within approximately six months from the date of the prospectus supplement relating to the offering.

This offering is being made pursuant to effective shelf registration statements and prospectuses and a related preliminary prospectus supplement filed by the Company with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.



Copies of the prospectus supplement and related prospectuses for this offering can be obtained from Citigroup, Attention: Prospectus Department, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by telephone at (800) 831-9146; Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, New York 10022, or email: Prospectus_Department@Jefferies.com, or by telephone: (877) 547-6340; Raymond James & Associates, Inc., 880 Carillon Parkway, St. Petersburg, FL 33716 or by telephone at (800) 248-8863; or RBC Capital Markets, LLC, Attention: Equity Syndicate, 200 Vesey Street, 8th Floor, New York, NY 10281 or by telephone at (877) 822-4089.

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Contact:

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