



September 22, 2020

Ms. Vanessa Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**Re: Reporting Threshold for Institutional Investment Managers, Release No. 34-89290; File No. S7-08-20**

Ms. Countryman:

On behalf of WashREIT (NYSE:WRE), an owner and operator of real estate assets in the Washington D.C. market, I am writing to express our concern about, and opposition to, the Commission's proposed amendments to the Form 13F reporting rules for institutional investment managers.

As a publicly traded company, we rely on quarterly 13F filing information to assist in identifying our institutional shareholder ownership. The SEC's proposal, if enacted, would impair our shareholder engagement efforts, impede our ability to attract new long-term investors, and deprive us of information about activist investors that take positions in our stock. We believe that this proposal would result in a significant loss of market transparency.

The 13F filings are the only source of quarterly ownership information available to our company and other U.S. issuers that shows which "street name" investors are buying or selling our shares. This information cannot be fully replaced by hiring stock surveillance firms, which themselves rely on quarterly 13F data as a starting point for their research efforts.

We do not believe that the Commission has adequately considered the potential impact of this 13F proposal to our company and our obligation to regularly confer with our investors throughout the year. While some of our largest investors would continue to disclose shares held, many of those institutions are passive, indexed holders with positions that do not change appreciably each quarter. For our company and many others, the 13F data from the active investment managers and hedge funds under the proposed \$3.5 billion threshold is more important.

The 13F data is essential to our ability to understand and effectively engage with shareholders who hold smaller positions and are interested in growing their positions. For companies like us with lower average trading volume of shares, we would be at a competitive disadvantage to larger peers who will be able to identify their investor base more clearly than we would be able to and target their messaging more effectively. We need this data to recognize the impact and adjust our investor disclosures and messaging when appropriate.

The loss of 13F data also would impede our company's ability to attract new long-term institutional investors. Like many other issuers, we use 13F filings to identify potential shareholders (such as those who have invested in similar companies) and to measure the effectiveness of our outreach efforts to prospective investors. Both of these practices are essential for our company to effectively access the capital markets and to grow our business. As required by the agency's mission, the SEC should fully consider the impact on public company capital formation before proceeding with this rulemaking.

# WASH★REIT

The loss of 13F data under the proposed rule also exposes our company to a greater risk of activism by short-term-oriented fund managers. Without the 13F data we receive now, companies will not know if an activist fund manager that falls under the \$3.5 billion threshold is plotting a proxy contest until 10 days after the fund crosses the 13D disclosure ownership threshold of 5 percent.

For these reasons, we request that the Commission withdraw its proposed 13F amendments and instead pursue the reforms detailed in the rulemaking petitions submitted by the National Investor Relations Institute, the NYSE Group, Nasdaq, and the Society for Corporate Governance. Rather than reduce 13F transparency, we urge the SEC to promote more timely and complete disclosure by reducing the 45-day reporting period, requiring the public disclosure of short positions, and supporting monthly disclosure by 13F filers.

Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink, appearing to read "SER", is positioned above the printed name of the signatory.

Stephen E. Riffie  
Executive Vice President and Chief Financial Officer