

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) August 5, 2016

WINTHROP REALTY LIQUIDATING TRUST

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State or Other Jurisdiction of Incorporation)

001-06249

(Commission File Number)

34-6513657

(I.R.S. Employer Identification No.)

7 Bulfinch Place, Suite 500, P.O. Box 9507, Boston, Massachusetts

(Address of Principal Executive Offices)

02114

(Zip Code)

(617) 570-4614

(Registrant's Telephone Number, Including Area Code)

n/a

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions

- Written communications pursuant to Rule 425 under the Securities Act (17 CFT|R 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 2.01 Completion of Acquisition or Disposition of Assets

On July 28, 2016, Winthrop Realty Trust, an Ohio business trust (the “Company”), announced in its Current Report on Form 8-K that it had entered into a liquidating trust agreement to form the Winthrop Realty Liquidating Trust (the “Liquidating Trust”) as contemplated by the Plan of Liquidation previously approved by the Company’s shareholders.

Effective August 5, 2016, all of the Company’s assets and liabilities were transferred to the Liquidating Trust pursuant to the terms of the liquidating trust agreement.

As previously reported, trading in the Company’s common shares on the New York Stock Exchange ceased effective August 1, 2016 and the stock transfer books of the Company were closed as of the close of business on such date. Each share of the Company’s common shares of beneficial interest outstanding has been automatically converted into a beneficial interest in the Liquidating Trust, and, upon the transfer of the assets and liabilities of the Company to the Liquidating Trust on August 5, 2016, all of the outstanding shares of the Company’s common shares were cancelled.□

The liquidating trust agreement was filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on July 28, 2016.

Item 8.01 Other Events

On August 5, 2016 the Company filed a Form 15 with the Securities and Exchange Commission to terminate the registration of the Company’s common shares of beneficial interest under the Securities Exchange Act of 1934, and the Company announced that it will cease filing reports under that act. It is expected that, the Liquidating Trust will only be required to file with the Securities and Exchange Commission annual reports on Form 10-K and current reports on Form 8-K.

Also on August 5, 2016, the Company issued a press release with respect to the formation of, and transfer of the assets to, the Liquidating Trust, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated August 5, 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 on this 5th day of August, 2016.

WINTHROP REALTY LIQUIDATING TRUST

By: /s/ Carolyn Tiffany

Carolyn Tiffany
Trustee

Contact at Winthrop Realty Trust
Carolyn Tiffany
Investor or Media Inquiries
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FOR IMMEDIATE RELEASE
August 5, 2016

WINTHROP REALTY TRUST ANNOUNCES TRANSFER OF ASSETS TO LIQUIDATING TRUST

FOR IMMEDIATE RELEASE – BOSTON, MASSACHUSETTS, August 5, 2016—Winthrop Realty Trust (the “Company”) announced that it has transferred its remaining assets to (and its remaining liabilities were assumed by) Winthrop Realty Liquidating Trust (the “Liquidating Trust”) in accordance with the Company's Plan of Liquidation. As previously reported, August 1, 2016 was the last day of trading of the Company's common shares of beneficial interest (the “Common Shares”) on the New York Stock Exchange, and the Company’s stock transfer books were closed as of the close of business on such date.

The Company has filed a Form 15 with the Securities and Exchange Commission (the “Commission”) to terminate the registration of its Common Shares under the Securities Exchange Act of 1934 and the Company will cease filing reports under that act. It is expected that the Liquidating Trust will only be required to file with the Commission annual reports on Form 10-K and current reports on Form 8-K.□

Under the terms of the Liquidating Trust Agreement, each holder of Common Shares on August 5, 2016 (each, a “beneficiary”) automatically became the holder of one unit of beneficial interest (“Unit”) in the Liquidating Trust for each Common Share then held of record by such shareholder. Based on the average of the high and low trading prices of the Common Shares on August 1, 2016, the deemed distribution for tax purposes to holders of Common Shares at the close of business on August 5, 2016 is \$9.21 per Common Share. All of the outstanding Common Shares were automatically deemed cancelled, and the rights of beneficiaries in their Units will not be represented by any form of certificate or other instrument. Shareholders of the Company are not required to take any action to receive their Units. Subject to certain exceptions related to transfer by will, intestate succession or operation of law, the Units will not be transferable, nor will a beneficiary have authority or power to sell or in any other manner dispose of any Units.□

A copy of the Liquidating Trust Agreement was previously filed with the Commission as an Exhibit to the Company’s Current Report on Form 8-K filed July 28, 2016, a copy of which is available on the Commission’s website, www.sec.gov as well as the Company’s website www.winthropreit.com under the investor relations tab.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995. With the exception of the historical information contained in this news release, the matters described herein contain “forward-looking” statements that involve risk and uncertainties that may individually or collectively impact the matters herein described. These are detailed from time to time in the “Risk Factors” section of the Company’s SEC reports. Further information relating to the Liquidating Trust, the Company’s financial position, results of operations, and investor information is contained in the Company’s annual and quarterly reports filed with the SEC and available for download at its website www.winthropreit.com or at the SEC website www.sec.gov.