

RMR Group Inc.
Form 4
December 01, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**SENIOR HOUSING PROPERTIES
TRUST**

(Last) (First) (Middle)

**TWO NEWTON PLACE, 255
WASHINGTON STREET, SUITE
300**

(Street)

NEWTON, MA 02458

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RMR Group Inc. [NASDAQ:RMR]

3. Date of Earliest Transaction
(Month/Day/Year)

11/27/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.001	11/27/2015		J ⁽¹⁾		2,635,440	D	\$ 0 (1) 2,637,347

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SENIOR HOUSING PROPERTIES TRUST
TWO NEWTON PLACE
255 WASHINGTON STREET, SUITE 300
NEWTON, MA 02458

X

Signatures

/s/ Richard A. Doyle, Treasurer and Chief Financial Officer, on behalf of Senior Housing Properties Trust

12/01/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) On November 13, 2015, the Reporting Person approved the distribution of shares of Class A Common Stock of The RMR Group Inc. ("INC Shares") pro rata to holders of the Reporting Person's common shares of beneficial interest of record as of November 27, 2015 (the "Distribution"). The Distribution is payable on December 14, 2015, subject to the registration statement on Form S-1 for the Distribution remaining effective through such date and the INC Shares remaining listed on the NASDAQ Stock Market LLC through such date. The number of INC Shares being distributed by the Reporting Person is subject to adjustment upon confirmation by the Depositary Trust Company ("DTC") of required payments of cash in lieu of fractional shares to DTC participants.

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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