

City Office REIT, Inc.
Form SC 13G/A
February 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

City Office REIT, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

178587101
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)

o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

1

James Balsillie

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Ontario, Canada

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

450,000

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

450,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 178587101

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NAME OF REPORTING PERSONS

1

Scott Morrison

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Ontario, Canada

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

450,000

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

450,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 178587101

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NAME OF REPORTING PERSONS

1

Wealhouse Capital Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Ontario, Canada

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

450,000

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

450,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12

TYPE OF REPORTING PERSON

IA

CUSIP No. 178587101

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Item 1. (a) Name of Issuer

City Office REIT, Inc.

(b) Address of Issuer's Principal Executive Offices

1075 West Georgia Street, Suite 2010

Vancouver, BC V6E 3C9

Item 2.

(a) Name of Person Filing

(b) Address of Principal Business Office, or, if none, Residence

(c) Citizenship

James Balsillie

401 Bay Street, Suite 2404, Toronto, Ontario, Canada M5H 2Y4

Ontario, Canada

Scott Morrison

401 Bay Street, Suite 2404, Toronto, Ontario, Canada M5H 2Y4

Ontario, Canada

Wealhouse Capital Limited Partnership

401 Bay Street, Suite 2404, Toronto, Ontario, Canada M5H 2Y4

Ontario, Canada

(d) Title of Class of Securities

Common Stock, \$0.01 par value ("Common Stock")

(e) CUSIP No.:

178587101

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Wealhouse Capital Limited Partnership (“Wealhouse”) is a registered investment adviser that provides investment advice to client accounts. James Balsillie and Scott Morrison are part owners in Wealhouse. Scott Morrison is the Chief Investment Officer of Wealhouse and primarily responsible for making investment and voting decisions on behalf of the firm

James Balsillie

- a) Amount beneficially owned: 450,000
- (b) Percent of class: 1.3%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 450,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 450,000

Scott Morrison

- (a) Amount beneficially owned: 450,000
- (b) Percent of class: 1.3%
- c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0

- (ii) Shared power to vote or to direct the vote: 450,000
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 450,000

Wealhouse Capital Limited Partnership

- (a) Amount beneficially owned: 450,000
- (b) Percent of class: 1.3%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 450,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 450,000

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2018

By: /s/ James Balsillie
Name: James Balsillie

By: /s/ Scott Morrison
Name: Scott Morrison

Wealhouse Capital Limited
Partnership

By: /s/ Scott Morrison
Name: Scott Morrison
Title: CEO & CIO

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JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 12, 2018

By: /s/ James Balsillie
Name: James Balsillie

By: /s/ Scott Morrison
Name: Scott Morrison

Wealhouse Capital Limited
Partnership

By: /s/ Scott Morrison
Name: Scott Morrison
Title: CEO & CIO

