

OATES JOSEPH P  
Form 4  
January 07, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OATES JOSEPH P

2. Issuer Name and Ticker or Trading Symbol  
CONSOLIDATED EDISON INC [ED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman, President & CEO CET

CONSOLIDATED EDISON, INC.  
C/O SECRETARY, 4 IRVING PLACE, ROOM 16-205

(Street)

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

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

NEW YORK, NY 10003

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	12/31/2018	01/04/2019	P	(A) Code V Amount 9.513 (1)	or (D) Price \$ 23,762.481 81.94 (2)	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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



The Third Amendment increases the amount available under the Company's Credit Facility by the addition of a term loan in the aggregate principal amount of \$75,000,000 (the "A-3 Term Loan"). The Company drew down the entire \$75,000,000 available under the A-3 Term Loan at the closing of the Third Amendment. Amounts repaid or prepaid on the A-3 Term Loan may not be re-borrowed. The A-3 Term Loan will mature on March 29, 2026. The Third Amendment also extended the maturity date of the Revolving Facility (as defined below) from August 2019 to March 2023.

The Credit Facility, as amended by the Third Amendment, now provides for a \$150.0 million revolving credit facility (the "Revolving Facility") in favor of the Company and \$175.0 million in term loans with the lenders. The Credit Facility, through an accordion feature, allows borrowings up to a total of \$525.0 million, including the ability to add and fund additional term loans.

The Credit Facility includes:

- (i) the Revolving Facility, which now matures in March 2023 and includes one 12-month extension option;
- (ii) a term loan facility which matures in March 2022, in the aggregate principal amount of \$50.0 million (the "A-1 Term Loan");
- (iii) a term loan facility which matures in March 2024, in the aggregate principal amount of \$50.0 million (the "A-2 Term Loan");
- (iv) the A-3 Term Loan (and, collectively with the A-1 Term Loan and A-2 Term Loan, the "Term Loans"); and

1

---

(iv) an accordion feature that provides the Company with additional capacity, subject to the satisfaction of customary terms and conditions, including obtaining additional commitments from Lenders, of up to \$200.0 million.

Amounts outstanding under the Revolving Facility will bear annual interest at a floating rate equal to (x) LIBOR plus (y) a margin ranging from 1.25% to 1.90% (currently 1.65%) and under the Term Loans will bear annual interest at a floating rate equal to (x) LIBOR plus (y) a margin ranging from 1.25% to 2.30% (currently 1.65% for the A-1 Term Loan, 1.85% for the A-2 Term Loan and 2.05% for the A-3 Term Loan). Payments under the Credit Facility are interest only, with the full amount of the principal due at maturity. The Credit Facility may be prepaid at any time, without penalty.

The Company's ability to borrow under the Credit Facility is subject to its ongoing compliance with a number of customary affirmative and negative covenants, including limitations with respect to liens, indebtedness, distributions, mergers, consolidations, investments, restricted payments and asset sales, as well as financial maintenance covenants. The Credit Facility includes customary events of default, the occurrence of which, subject to certain cure periods, permits the lenders to terminate commitments to lend under the Credit Facility and accelerate payment of all amounts outstanding thereunder.

#### Item 7.01 Regulation FD Disclosure

On April 1, 2019, the Company issued a press release announcing the closing of the Third Amendment to the Credit Facility. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

This information furnished pursuant to this Item 7.01, including exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### Item 8.01 Other Information

On March 29, 2019, the Company entered into interest rate swap agreements that fixed the interest rate on the A-3 Term Loan, resulting in fixed interest rate under the A-3 Term Loan of 4.29% depending upon the Company's leverage, among other factors. Each of the aforementioned interest rate swaps will match the maturity date of the A-3 Term Loan.

The Company previously entered into interest rate swap agreements on each of the A-1 Term Loan and the A-2 Term Loan equal to each respective term loan balance that fix the rates at 3.85% and 4.18%, respectively, depending upon the Company's leverage, through the maturity date of each such loan.

#### Item 9.01 Financial Statements and Exhibits

##### (d) Exhibits

##### Exhibit

Number	Description
--------	-------------

99.1	<u>Press release dated April 1, 2019</u>
------	--

2

---

SIGNATURE

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.

COMMUNITY HEALTHCARE TRUST INCORPORATED

By: /s/ W. Page Barnes

Name: W. Page Barnes

Title: Executive Vice President and Chief Financial Officer

Date: April 1, 2019

3