

PS BUSINESS PARKS INC/CA  
Form 8-A12B  
October 12, 2016

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**PS Business Parks, Inc.**

**(Exact name of registrant as specified in its charter)**

**California**  
**(State of incorporation or organization)**

**95-4300881**  
**(IRS Employer Identification No.)**

**701 Western Avenue, Glendale, California**  
**(Address of principal executive offices)**

**91201-2349**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares Each Representing 1/1,000 of a Share of 5.20% Cumulative Preferred Stock, Series W, par value \$.01 per share</b>	<b>New York Stock Exchange, Inc.</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-202624 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Depositary Shares Each Representing 1/1,000 of a Share of 5.20% Cumulative Preferred Stock, Series W, par value \$.01 per share, of PS Business Parks, Inc. is included on the cover page and under the section entitled "Description of Preferred Stock and Depositary Shares" beginning on page S-5 of the prospectus supplement dated October 11, 2016 to the prospectus dated March 9, 2015 (relating to the Registrant's Registration Statement on Form S-3 (No. 333-202624) that was filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933 (the "Prospectus Supplement"), which Prospectus Supplement shall be deemed to be incorporated herein by this reference.

**Item 2. Exhibits.**

The following exhibits are being filed with the copies of this Form 8-A Registration Statement filed with the New York Stock Exchange, Inc. and the Securities and Exchange Commission:

Exhibit 3.1 Certificate of Determination for the 5.20% Cumulative Preferred Stock, Series W filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 12, 2016 and incorporated herein by reference.

Exhibit 4.1 Deposit Agreement dated as of October 11, 2016 among PS Business Parks, Inc., American Stock Transfer & Trust Company, LLC, as depositary, and the holders of the depositary receipts issued thereunder, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 12, 2016 and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

PS BUSINESS PARKS, INC.

By: /s/ Edward A. Stokx  
Name: Edward A. Stokx  
Title: Executive Vice President

Date: October 12, 2016