

## Section 1: 10-Q/A (10-Q/A)

**UNITED STATES**  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

### **FORM 10-Q/A**

(Amendment No. 1)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the Quarterly Period Ended September 30, 2016**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 001-37819**

## **Parkway, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

**61-1796261**

(State or other jurisdiction of incorporation  
or organization)

(IRS Employer Identification No.)

**San Felipe Plaza**  
**5847 San Felipe Street, Suite 2200**  
**Houston, Texas 77057**

(Address of principal executive offices) (Zip Code)

**(346) 200-3100**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No \*

\* The registrant became subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, on September 21, 2016.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 49,110,645 shares of common stock, \$0.001 par value, and 858,417 shares of limited voting stock, \$0.001 par value, outstanding at November 7, 2016.

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### **Explanatory Note**

This Amendment No. 1 (“Amendment No. 1”) to the Parkway, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the Securities and Exchange Commission on November 14, 2016 (the “Form 10-Q”), is being filed solely to furnish in XBRL (eXtensible Business Reporting Language) format, as required by Exhibit 101 to the Form 10-Q, certain financial statements with respect to which XBRL format was not previously provided. Exhibit 101 to this report provides financial statements and related notes of the Company, including its predecessors, formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

## Item 6. Exhibits

<b>Exhibit No.</b>	<b>Exhibit Description</b>
2.1	Separation, Distribution and Transition Services Agreement, dated October 5, 2016, by and among Cousins Properties Incorporated, Cousins Properties LP, Clinic Sub Inc., Parkway Properties, Inc., Parkway Properties LP, Parkway Properties General Partners, Inc., Parkway, Inc. and Parkway Operating Partnership LP. (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on October 6, 2016).
2.2	Tax Matters Agreement, dated October 5, 2016, by and among Cousins Properties Incorporated, Cousins Properties LP, Clinic Sub Inc., Parkway Properties, Inc., Parkway Properties LP, Parkway Properties General Partners, Inc., Parkway, Inc. and Parkway Operating Partnership LP (incorporated by reference to Exhibit 2.2 to the Company's Form 8-K filed on October 6, 2016).
2.3	Employee Matters Agreement, dated October 5, 2016, by and among Cousins Properties Incorporated, Cousins Properties LP, Clinic Sub Inc., Parkway Properties, Inc., Parkway Properties LP, Parkway Properties General Partners, Inc., Parkway, Inc. and Parkway Operating Partnership LP. (incorporated by reference to Exhibit 2.3 to the Company's Form 8-K filed on October 6, 2016).
3.1	Articles of Amendment and Restatement of Parkway, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on October 5, 2016).
3.2	Amended and Restated Bylaws of Parkway, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed on October 5, 2016).
4.1	Specimen Stock Certificate of Parkway, Inc. (incorporated by reference to Exhibit 10.27 to the Company's Amendment No. 3 on Form 10 filed on September 19, 2016).
10.1	Amended and Restated Agreement of Limited Partnership of Parkway Operating Partnership LP, dated October 6, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on October 12, 2016).
10.2	Amendment No. 4 to the Second Amended and Restated Agreement of Limited Partnership of Parkway Properties LP, as amended, dated October 6, 2016, between Parkway, Inc. and Parkway Properties General Partners, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on October 12, 2016).
10.3	Stockholders Agreement, dated October 5, 2016, by and among Parkway, Inc., TPG VI Pantera Holdings, L.P. and TPG VI Management, LLC (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on October 12, 2016).
10.4	Credit Agreement, dated as of October 6, 2016, by and among Parkway Operating Partnership LP, as Borrower, Parkway, Inc., as Parent, the financial institutions party thereto and their assignees, as Lenders, and Bank of America, N.A., as Administrative Agent, Wells Fargo Bank, National Association, as Syndication Agent, and JPMorgan Chase Bank, N.A., Citizens Bank, National Association, and Keybank National Association, as Co-Documentation Agents (incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed on October 12, 2016).
10.5	Guaranty, dated as of October 6, 2016, by Parkway, Inc., Parkway Properties General Partners, Inc., Parkway Properties LP and certain subsidiaries of Parkway Operating Partnership LP in favor of Bank of America, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.5 to the Company's Form 8-K filed on October 12, 2016).
10.6*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and James R. Heistand (incorporated by reference to Exhibit 10.6 to the Company's Form 8-K filed on October 12, 2016).
10.7*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and M. Jayson Lipsey (incorporated by reference to Exhibit 10.7 to the Company's Form 8-K filed on October 12, 2016).
10.8*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and Scott E. Francis (incorporated by reference to Exhibit 10.8 to the Company's Form 8-K filed on October 12, 2016).
10.9*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and Jason A. Bates (incorporated by reference to Exhibit 10.9 to the Company's Form 8-K filed on October 12, 2016).
10.10*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and James A. Thomas (incorporated by reference to Exhibit 10.10 to the Company's Form 8-K filed on October 12, 2016).
10.11*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and R. Dary Stone (incorporated by reference to Exhibit 10.11 to the Company's Form 8-K filed on October 12, 2016).
10.12*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and James H. Hance, Jr. (incorporated by reference to Exhibit 10.12 to the Company's Form 8-K filed on October 12, 2016).
10.13*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and Craig B. Jones (incorporated by reference to Exhibit 10.13 to the Company's Form 8-K filed on October 12, 2016).
10.14*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and Frank J. Johnson, III (incorporated by reference to Exhibit 10.14 to the Company's Form 8-K filed on October 12, 2016).
10.15*	Indemnification Agreement, dated October 7, 2016, by and between Parkway, Inc. and Avi Banyasz (incorporated by reference to Exhibit 10.15 to the Company's Form 8-K filed on October 12, 2016).

- 10.16\* Parkway, Inc. and Parkway Operating Partnership LP 2016 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.16 to the Company's Form 8-K filed on October 12, 2016).
- 10.17\* Form of Stock Option Award Agreement – Assumed Options under the Parkway, Inc. and Parkway Operating Partnership LP 2016 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.27 to the Company's Amendment No. 3 on Form 10 filed on September 19, 2016).
- 10.18\* Form of Restricted Stock Unit Agreement – Assumed RSU Awards under the Parkway, Inc. and Parkway Operating Partnership LP 2016 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.28 to the Company's Amendment No. 3 on Form 10 filed on September 19, 2016).
- 31.1\*\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2\*\* Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\*\* Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2\*\* Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101\*\*\* The following materials from Parkway, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) consolidated balance sheets of Parkway, Inc., (ii) consolidated statement of operations of Parkway, Inc., (iii) consolidated statement of changes in stockholder's equity of Parkway, Inc., (iv) consolidated statement of cash flows of Parkway, Inc., (v) the notes to the consolidated financial statements of Parkway, Inc., (vi) combined balance sheets for each of Parkway Houston and Cousins Houston, (vii) combined statements of operations for each of Parkway Houston and Cousins Houston, (viii) combined statement of changes in equity for Parkway Houston, (ix) combined statements of equity for Cousins Houston, (x) combined statements of cash flows for each of Parkway Houston and Cousins Houston, and (xi) notes to the combined financial statements of each of Parkway Houston and Cousins Houston.

\* Denotes a management contract or compensatory plan, contract or arrangement.

\*\* Previously filed as an exhibit to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.

\*\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

## 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 thereunto duly authorized.

**DATE:** February 21, 2017

**PARKWAY, INC.**

**BY:** /s/ Scott E. Francis

Scott E. Francis

Executive Vice President, Chief Financial Officer and Chief Accounting Officer

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