

STRATUS PROPERTIES INC  
Form 4  
May 19, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
Oasis Management Co Ltd.

2. Issuer Name and Ticker or Trading Symbol  
STRATUS PROPERTIES INC  
[STRS]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
21/F MAN YEE BUILDING, 68  
DES VOEUX ROAD CENTRAL  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/17/2017

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

CENTRAL, K3 00000

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock, par value \$0.01 (the "Common Stock") | 05/17/2017                           |  | P                              | 5,256 A \$ 27.5   | 1,114,282   | I  | See footnotes (1) (2)                                 |
| Common Stock  | 05/18/2017                           |  | P                              | 2,846 A \$ 27.47  | 1,117,128   | I  | See footnotes (1) (2)                                 |
| Common Stock  | 05/19/2017                           |  | P                              | 266 A \$ 27.5   | 1,117,394   | I  | See footnotes   |

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

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(9-02)

**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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Oasis Management Co Ltd.<br>21/F MAN YEE BUILDING<br>68 DES VOEUX ROAD CENTRAL<br>CENTRAL, K3 00000               |               | X         |         |       |
| Oasis Investments II Master Fund Ltd.<br>UGLAND HOUSE PO BOX 309<br>GRAND CAYMAN, E9 KY1-1104                     |               | X         |         |       |
| Fischer Seth<br>C/O OASIS MANAGEMENT (HONG KONG) LLC<br>21/F MAN YEE BUILDING, 68 DES VOEUX ROAD<br>CENTRAL, K3 0 |               | X         |         |       |

## Signatures

/s/ Oasis Management Company Ltd., By: Phillip Meyer, its General Counsel

05/19/2017

\_\_Signature of Reporting Person

Date

05/19/2017

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/s/ Oasis Investments II Master Fund Ltd., By: Phillip Meyer, its  
Director

\_\_Signature of Reporting Person

Date

/s/ Seth Fischer

05/19/2017

\_\_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) The securities to which this filing relates are held directly by Oasis Investments II Master Fund Ltd., a Cayman Islands exempted company (the "Oasis II Fund"). Oasis Management Company Ltd., a Cayman Islands exempted company (the "Investment Manager"), is the investment manager of Oasis II Fund. Seth Fischer, is responsible for the supervision and conduct of all investment activities of the Investment Manager, including all investment decisions with respect to the assets of the Oasis II Fund.

(2) The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.