QTS Realty Trust, Inc. Form 3 October 08, 2013

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF 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 *

MILLER SCOTT D

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

10/08/2013

OTS Realty Trust, Inc. [OTS]

C/O QTS REALTY TRUST, INC., 12851 FOSTER

STREET, SUITE 205

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

5. If Amendment, Date Original

(Check all applicable)

10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

OVERLAND PARK, KSÂ 66213

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

(I) (Instr. 5) 4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D) or Indirect

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

Date

3. Title and Amount of Securities Underlying **Derivative Security**

4. Conversion or Exercise Price of

5. Ownership Form of (Instr. 5)

Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 4)

Expiration Title Exercisable

Date

Amount or

Security: Derivative Direct (D)

Security Number of

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Shares or Indirect (I) (Instr. 5) Class A O LTIP units of Operating units of (1) (1) Â 9,748 \$ (1) D Partnership Operating Partnership

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MILLER SCOTT D C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET, SUITE 205 OVERLAND PARK, KSÂ 66213

 $\hat{A} X \qquad \hat{A} \qquad \hat{A} \qquad \hat{A}$

Signatures

/s/ Timothy J. Kuester, attorney-in-fact

10/08/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

and upon such equalization of the capital account of a Class O LTIP unit (and full vesting of the Class O LTIP unit, if such unit is subject to vesting and being converted by the holder), the Class O LTIP unit will be convertible into a number of Class A units equal to (i) the Class O LTIP unit's capital account divided by (ii) the capital account balance of a Class A unit (i.e., in a manner similar to a typical stock appreciation right), subject to certain exceptions and adjustments. Upon completion of the initial public offering of QTS Realty Trust, Inc. (the "Company"), Class A units are redeemable for cash or, at the operating partnership's election, shares of the Company's Class A common stock on a one-for-one basis, beginning one year following the beginning of the first full calendar month following the closing of the initial public offering.

Each Class O LTIP unit is convertible by QTS Realty Trust, Inc.'s operating partnership or by the holder into Class A units at any time,

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Remarks:

Exhibit 24: Power of Attorney

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.

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