QTS Realty Trust, Inc. Form 4 April 01, 2014

Check this box

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person \* SCHAFER WILLIAM H

> (First) (Middle)

C/O QTS REALTY TRUST, INC., 12851 FOSTER STREET, **SUITE 205** 

(Street)

(State)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

QTS Realty Trust, Inc. [QTS]

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2013

4. If Amendment, Date Original

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

Director

X\_ Officer (give title

Issuer

below)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

OVERLAND PARK, KS 66213

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership Form: Direct (I) (Instr. 4)

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 3 and 4) Code V Amount (D) Price

(A)

or

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

4. 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired Disposed (Instr. 3, 5)	d (A) or d of (D)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Class A units of Operating Partnership	<u>(1)</u>	12/31/2013		С	1,250		<u>(1)</u>	<u>(1)</u>	Class A common stock	1,250
Class RS LTIP units of Operating Partnership	<u>(2)</u>	12/31/2013		С		1,250	<u>(2)</u>	<u>(2)</u>	Class A units of Operating Partnership	1,250
Class A units of Operating Partnership	<u>(1)</u>	03/31/2014		С	1,250		<u>(1)</u>	<u>(1)</u>	Class A common stock	1,250
Class RS LTIP units of Operating Partnership	(2)	03/31/2014		С		1,250	<u>(2)</u>	(2)	Class A units of Operating Partnership	1,250

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

SCHAFER WILLIAM H C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET, SUITE 205 OVERLAND PARK, KS 66213

Chief Financial Officer

Deletionship

### **Signatures**

/s/ Shirley E. Goza, Attorney-in-fact 04/01/2014

\*\*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) Class RS LTIP units of the Operating Partnership automatically converted on a one-for-one basis to Class A units of the Operating Partnership in accordance with its terms. Class A units are redeemable for cash or, at the Company's election, shares of the Company's

Reporting Owners 2

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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 Company's initial public offering, which was October 15, 2013.

Each Class RS LTIP unit is convertible by the Company's operating partnership or by the holder into Class A units at any time, and upon equalization of the capital account of a Class RS LTIP unit with the per unit capital account of the Class A units (and full vesting of the Class RS LTIP unit, if such unit is subject to vesting), the Class RS LTIP unit will be convertible into one Class A unit, subject to certain exceptions and adjustments.

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.