

GAPCO MANAGEMENT GMBH  
Form 4  
October 17, 2013

**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 \*  
GA QTS Interholdco, LLC

2. Issuer Name and Ticker or Trading Symbol  
QTS Realty Trust, Inc. [QTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/15/2013

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

\*See Remarks

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 55 EAST 52ND STREET, 32ND FLOOR

(Street)

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

NEW YORK, NY 10055

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	10/15/2013		C		11,043,645	A	\$ 0
							11,043,645
							D (1) (2) (3) (6) (7) (8)
Class A Common Stock	10/15/2013		C		3,600,000	A	\$ 0
							14,643,645
							D (1) (2) (3) (6) (7) (8)
Class A Common Stock	10/15/2013		P		2,000,000	A	\$ 21
							16,643,645
							D (1) (4) (5) (6) (7) (8)

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class C units of operating partnership	(2) (3)	10/15/2013		C	11,043,645	(2)(3)	(2)(3)	Class A Common Stock	11,043,645
Class D units of operating partnership	(2) (3)	10/15/2013		C	3,600,000	(2)(3)	(2)(3)	Class A Common Stock	3,600,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GA QTS Interholdco, LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GENERAL ATLANTIC PARTNERS 85, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks

GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	*See Remarks
GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	*See Remarks
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	*See Remarks
GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	*See Remarks
General Atlantic Partners 93, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	*See Remarks

## Signatures

/s/ Thomas J. Murphy                      10/17/2013

\_\_Signature of                      Date  
Reporting Person

/s/ Thomas J. Murphy                      10/17/2013

\_\_Signature of                      Date  
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Reporting Person

Date

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Murphy 10/17/2013

\*\*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) By GA QTS Interholdco, LLC, a Delaware limited liability company ("GA QTS Interholdco").

Upon completion of the initial public offering (the "IPO") of QTS Realty Trust, Inc. (the "Company"), (i) 11,043,645 Class C units of limited partnership interest in QualityTech, L.P., the Company's operating partnership (the "Class C Units"), and 3,600,000 Class D units of limited partnership interest in QualityTech, L.P. (the "Class D Units"), owned by General Atlantic REIT, Inc., a Maryland corporation ("GA REIT"), converted into an equal number of Class A units of limited partnership interest in Quality Tech, L.P. (the "Class A Units") (or 14,643,645 Class A Units) and (cont'd in FN 3).

(2) (cont'd from FN 2) (ii) GA REIT merged with and into the Company (with the Company surviving such merger) and such Class A Units automatically converted into shares of the Company's Class A common stock, par value \$0.01 per share (the "Class A Common Stock") on a one-for-one basis, or 14,643,645 shares of Class A Common Stock in the aggregate. GA QTS Interholdco owned all of the shares of common stock of GA REIT and, as a consequence of such merger, became the direct owner of such shares of Class A Common Stock.

(3) Effective October 15, 2013, General Atlantic Partners 93, L.P. a Delaware limited partnership ("GAP 93") became a member of GA QTS Interholdco. Upon the completion of the IPO, GA QTS Interholdco purchased 2,000,000 shares of Class A Common Stock of the Company, of which GAP 93 acquired a beneficial interest in 1,788,223 shares of such Class A Common Stock, GAP Coinvestments III, LLC, a Delaware limited liability company and a member of GA QTS Interholdco ("GAPCO III"), acquired a beneficial interest in 158,908 shares of such Class A Common Stock, (cont'd in FN 5)

(4) (con't from FN 4) GAP Coinvestments IV, LLC, a Delaware limited liability company and a member of GA QTS Interholdco ("GAPCO IV"), acquired a beneficial interest in 36,348 shares of such Class A Common Stock, GAP Coinvestments CDA, L.P., a Delaware limited partnership and a member of GA QTS Interholdco ("GAPCO CDA"), acquired a beneficial interest in 8,478 shares of such Class A Common Stock and GAPCO GmbH & Co., KG, a German limited partnership and a member of GA QTS Interholdco ("KG"), acquired a beneficial interest in 8,043 shares of such Class A Common Stock.

(5) With respect to all of the shares of Class A Common Stock owned by GA QTS Interholdco, General Atlantic Partners 85, L.P., a Delaware limited partnership and member of GA QTS Interholdco ("GAP 85"), indirectly beneficially owns 13,831,736 shares of Class A Common Stock held by GA QTS Interholdco; GAP 93 indirectly beneficially owns 1,788,223 shares of Class A Common Stock held by GA QTS Interholdco; GAPCO III indirectly beneficially owns 773,478 shares of Class A Common Stock held by GA QTS Interholdco; (cont'd in FN 7)

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- (7) (cont'd from FN 6) GAPCO IV indirectly beneficially owns 176,018 shares of Class A Common Stock held by GA QTS Interholdco; GAPCO CDA indirectly beneficially owns 38,963 shares of Class A Common Stock held by GA QTS Interholdco; and KG indirectly beneficially owns 35,227 shares of Class A Common Stock held by GA QTS Interholdco.

- (8) The general partner of GAP 85 and GAP 93 is General Atlantic GenPar, L.P., a Delaware limited partnership ("GenPar"). The general partner of GenPar is General Atlantic LLC, a Delaware limited liability company ("GA LLC"). GA LLC is the managing member of GAPCO III and GAPCO IV and the general partner of GAPCO CDA. GAPCO Management GmbH, a German corporation ("GmbH Management"), is the general partner of KG. Certain managing directors of GA LLC make investment decisions for GmbH Management. GmbH Management may be deemed to beneficially own the shares of common stock reported as beneficially owned by KG. While GA LLC and GenPar may be deemed to beneficially own all of the securities of the Company reported as beneficially owned by the reporting persons herein, each disclaims such beneficial ownership except to the extent of its pecuniary interest therein.

### Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Se

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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