

QTS Realty Trust, Inc.  
Form S-8  
May 08, 2015

As filed with the Securities and Exchange Commission on May 8, 2015

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

QTS REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

46-2809094  
(IRS Employer  
Identification Number)

12851 Foster Street  
Overland Park, Kansas

66213

**(Address of principal executive offices) (Zip code)**

**QTS Realty Trust, Inc. 2013 Equity Incentive Plan**

**(Full title of the plan)**

**Shirley E. Goza**

**General Counsel**

**12851 Foster Street**

**Overland Park, Kansas 66213**

**(Name and address of agent for service)**

**(913) 312-5503**

**(Telephone number, including area code, of agent for service)**

*Copy to:*

**David W. Bonser**

**Matt N. Thomson**

**Hogan Lovells US LLP**

**555 Thirteenth Street, N.W.**

**Washington, D.C. 20004**

**(202) 637-5600**

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

Non-accelerated filer  (Do not check if a smaller reporting company)  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration Fee (3)</b>
Class A Common Stock, \$0.01 par value per share	3,000,000 shares	\$107,070,000	\$35.69	\$12,442

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an additional indeterminate amount of shares to be offered or sold pursuant to the Plan and shares that (1) may become issuable under the Plan by reason of certain corporate transactions or events, including any share dividend, share split, recapitalization or any other similar adjustment of the registrant’s outstanding shares of Class A common stock.

(2) Represents the average of the high and the low prices per share of Class A common stock of the Company as reported on the New York Stock Exchange on May 7, 2015.

(3) Computed in accordance with Rule 457(c) and (h) under the Securities Act.

**EXPLANATORY NOTE**

On October 10, 2013, QTS Realty Trust, Inc. (the “Company”) filed a registration statement on Form S-8, File No. 333-191674 (“2013 Form S-8”), registering a total of 1,750,000 shares of the Company’s Class A common stock, \$0.01 par value per share (“Class A common stock”), for issuance under the QTS Realty Trust, Inc. 2013 Equity Incentive Plan (“2013 Plan”). On May 4, 2015, the Company’s stockholders approved an amendment to the 2013 Plan, which the board of directors of the Company had previously approved on March 3, 2015, increasing the shares available for issuance under the 2013 Plan by 3,000,000 to a total of 4,750,000.

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Pursuant to General Instruction E of Form S-8, 3,000,000 shares of the Company's Class A common stock are hereby registered for issuance, as authorized by the 2013 Plan. The contents of the 2013 Form S-8, File No. 333-191674, are incorporated herein by reference and made a part hereof.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

**Exhibit No. Description**

- |      |  |
|------|--|
| 4.1  | Form of Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-11 (File No. 333-190675) filed on August 16, 2013)           |
| 5.1  | Opinion of Hogan Lovells US LLP regarding the validity of the shares of Class A common stock registered hereby   |
| 10.1 | QTS Realty Trust, Inc. 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.27 to the Company's Registration Statement on Form S-11 (File No. 333-190675) filed on August 16, 2013)         |
| 10.2 | Amendment #1 to QTS Realty Trust, Inc. 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.40 to the Company's Annual Report on Form 10-K (File No. 001-36109) filed on February 23, 2015) |
| 10.3 | Amendment #2 to QTS Realty Trust, Inc. 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36109) filed on May 6, 2015)        |
| 23.1 | Consent of Ernst & Young LLP   |
| 23.2 | Consent of Hogan Lovells US LLP (included in Exhibit 5.1).   |
| 24.1 | Power of Attorney (included on signature page hereto).   |

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Overland Park, Kansas on May 8, 2015.

### **QTS REALTY TRUST, INC.**

By: /s/ Chad L. Williams

**Chad L. Williams**

**Chairman and Chief Executive Officer**

**(Principal Executive Officer)**

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints William H. Schafer and Shirley E. Goza, and each of them, as his attorney-in-fact and agent, with full power of substitution and resubstitution for him in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits and other documents related thereto with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorney-in-fact and agent or his substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Date: May 8, 2015 By: /s/ Chad L. Williams

**Chad L. Williams**

**Chairman and Chief Executive Officer**

**(Principal Executive Officer)**

Date: May 8, 2015 By: /s/ William H. Schafer  
**William H. Schafer**

**(Principal Financial Officer and Principal Accounting Officer)**

Date: May 8, 2015 By: /s/ John W. Barter  
**John W. Barter**

**(Director)**

Date: May 8, 2015 By: /s/ William O. Grabe  
**William O. Grabe**

**(Director)**

Date: May 8, 2015 By: /s/ Catherine R. Kinney  
**Catherine R. Kinney**

**(Director)**

Date: May 8, 2015 By: /s/ Peter A. Marino  
**Peter A. Marino**

**(Director)**

Date: May 8, 2015 By: /s/ Scott D. Miller  
**Scott D. Miller**

**(Director)**

Date: May 8, 2015 By: /s/ Philip P. Trahanas  
**Philip P. Trahanas**

**(Director)**

Date: May 8, 2015 By: /s/ Stephen E. Westhead  
**Stephen E. Westhead**

**(Director)**



**EXHIBIT INDEX**

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