CyrusOne Inc.
Form 4
February 03, 2016

| P1 |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | $\begin{aligned} & \text { OMB } \\ & \text { Number: }\end{aligned} \quad 3235-0287$ |
| Check this box if no longer |  | Expires: $\quad$ January 31, 2005 |
| subject to Section 16. | SECURITIES | Estimated average burden hours per |
| Form 4 or |  | response... 0.5 |
| Form 5 <br> obligations may continue | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)
\(\left.$$
\begin{array}{ll}\begin{array}{l}\text { 1. Name and Address of Reporting Person * }\end{array} \\
\begin{array}{cl}\text { Jackson Robert M }\end{array} & \begin{array}{l}\text { 2. Issuer Name and Ticker or Trading } \\
\text { Symbol } \\
\text { (Last) }\end{array} \\
\text { (First) } & \text { (Middle) }\end{array}
$$ \begin{array}{l}3. Date of Earliest Transaction \\

(Month/Day/Year)\end{array}\right\}\)| C/O CYRUSONE INC., 1649 W. |
| :--- |
| FRANKFORD RD. |
| (Street) |

CARROLLTON, TX 75007
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474
information contained in this form are not
(9-02)
required to respond unless the form displays a currently valid OMB control number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transact <br> Code <br> (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 <br> Exercisable | Expiration <br> Date | Title | Amount or Number of Shares |
| Stock Option | \$ 36.99 | 02/01/2016 |  | A | 11,445 | (3) | 02/01/2026 | Common Stock | 11,445 |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other

| Jackson Robert M | EVP and |
| :--- | :---: |
| C/O CYRUSONE INC. | General |
| 1649 W. FRANKFORD RD. | Counsel |
| CARROLLTON, TX 75007 |  |

## Signatures

/s/ Robert M. Jackson

02/03/2016
Jackson
Date
${ }^{*}$ *Signature of
Reporting Person

## 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. $78 \mathrm{ff}(\mathrm{a})$.
Represents shares of time-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The shares under the award shall initially be subject to transfer and forfeiture restrictions set forth in the award agreement, and the number of such shares will
(1) become free of such restrictions in cumulative installments on February 1, 2017, February 1, 2018 and February 1, 2019. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.

Represents shares of performance-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The amount reported represents the maximum number of shares that can vest under the award. The target number of shares that can vest under the award is fifty percent ( $50 \%$ ) of the maximum number of shares. The shares under the award shall initially be subject to transfer and forfeiture restrictions and, subject in each case to the applicable performance criteria set forth in the award agreement, (i) up to $33 \%$ and $66 \%$ of the target number of such shares will become free of such restrictions in cumulative installments on February 28, 2017 and February 28, 2018 respectively, and (ii) up to the maximum number of such shares that have not previously vested will become free of such restrictions on February 28, 2019. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.
(3)

Represents stock options granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The stock options shall vest and become exercisable in approximately equal installments on each of February 1, 2017, February 1, 2018 and February 1, 2019.
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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