

QTS Realty Trust, Inc.  
Form 8-K  
August 14, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): August 11, 2015**

**QTS Realty Trust, Inc.**

**QualityTech, LP**

**(Exact name of registrant as specified in its charter)**

**Maryland (QTS Realty Trust, Inc.) 001-36109 46-2809094**

**Delaware (QualityTech, LP) 333-201810 27-0707288**  
**(State or other jurisdiction (Commission (I.R.S. Employer**

of incorporation)

File No.)

Identification No.)

12851 Foster Street

66213

Overland Park, KS

(Address of principal executive offices) (Zip Code)

(913) 814-9988

Registrant's telephone number, including area code:

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

--Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

--Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

--Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

--Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On August 11, 2015, QTS Realty Trust, Inc. (the “Company”), QualityTech, LP (the “Operating Partnership”), and GA QTS Interholdco, LLC (the “Selling Stockholder”), entered into an Underwriting Agreement (the “Underwriting Agreement”) with Deutsche Bank Securities Inc. (the “Underwriter”), pursuant to which the Selling Stockholder agreed to offer and sell 2,400,000 shares of the Company’s Class A common stock, \$0.01 par value per share (the “Common Stock”), at a price of \$41.00 per share. Pursuant to the terms of the Underwriting Agreement, the Selling Stockholder granted the Underwriter a 30-day option to purchase up to an additional 360,000 shares of Common Stock. All of the Common Stock in this offering are being sold by the Selling Stockholder. The Company will not receive any proceeds from the sale of Common Stock in this offering. The Company and the Operating Partnership made certain customary representations, warranties and covenants concerning the Company and the Operating Partnership and the registration statement in the Underwriting Agreement and also agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

A copy of the Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1 and incorporated herein by reference. The summary set forth above is qualified in its entirety by reference to Exhibit 1.1.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) The following exhibits are filed as part of this report:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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1.1	Underwriting Agreement, dated August 11, 2015, by and among QTS Realty Trust, Inc., QualityTech, LP, GA QTS Interholdco, LLC,
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and Deutsche Bank  
Securities Inc.

5.1 Opinion of Hogan  
Lovells US LLP  
regarding the  
legality of the  
Common Stock.

23.1 Consent of Hogan  
Lovells US LLP  
(included in Exhibit  
5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

QTS Realty Trust, Inc.

DATE:

August  
14,  
2015

/s/ Shirley E. Goza

Shirley E. Goza  
Secretary and General Counsel

QualityTech, LP

By: QTS Realty Trust, Inc.,  
its general partner

DATE:

August  
14,  
2015

/s/ Shirley E. Goza

Shirley E. Goza  
Secretary and General Counsel

**EXHIBIT LIST**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
1.1	Underwriting Agreement, dated August 11, 2015, by and among QTS Realty Trust, Inc., QualityTech, LP, GA QTS Interholdco, LLC, and Deutsche Bank Securities Inc.
5.1	Opinion of Hogan Lovells US LLP regarding the legality of the Common Stock.
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).

