

QTS Realty Trust, Inc.
Form 3
October 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>GA QTS Interholdco, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 55 EAST 52ND STREET, 32ND FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10055</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>QTS Realty Trust, Inc. [QTS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>*See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class C units of operating partnership	Â (1)	Â (1)	Class A Common Stock	11,043,645	\$ (1)	I	See footnotes (1) (2) (3) (4) (5)
Class D units of operating partnership	Â (1)	Â (1)	Class A Common Stock	3,600,000	\$ (1)	I	See footnotes (1) (2) (3) (4) (5)

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,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GENERAL ATLANTIC PARTNERS 85, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK,Â NYÂ 10055	Â	Â X	Â	*See Remarks
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE COMPANY,LLC	Â	Â X	Â	*See Remarks

55 EAST 52ND STREET, 32ND FLOOR
 NEW YORK, NY 10055

GAPCO MANAGEMENT GMBH
 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 10/08/2013

__Signature of Date
 Reporting Person

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 Murphy 10/08/2013

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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) GA QTS Interholdco, LLC ("GA QTS Interholdco"), a Delaware limited liability company, is the indirect beneficial holder, through General Atlantic REIT, Inc., a Maryland corporation ("GA REIT"), of 11,043,645 Class C units of limited partnership interest in QualityTech, L.P., QTS Realty Trust, Inc.'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"). (cont'd in footnote 2)

(2) (cont'd from footnote 1) Upon completion of the initial public offering (the "IPO") of QTS Realty Trust, Inc. (the "Company"), (i) such Class C Units and Class D Units will convert 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 (ii) GA REIT will merge with and into the Company (with the Company surviving such merger) and such Class A Units will be 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, which will be directly held by GA QTS Interholdco.

(3) General Atlantic Partners 85, L.P., a Delaware limited partnership ("GAP 85"), is a member of GA QTS Interholdco and indirectly beneficially owns 10,494,567 Class C Units and 3,337,169 Class D Units (to be converted in connection with the IPO into 13,831,736 shares of Class A Common Stock in the aggregate) held by GA QTS Interholdco; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA QTS Interholdco and indirectly beneficially owns 415,405 Class C Units and 199,165 Class D Units (to be converted in connection with the IPO into 614,570 shares of Class A Common Stock in the aggregate) held by GA QTS Interholdco; GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA QTS Interholdco and indirectly beneficially owns 95,093 Class C Units and 44,577 Class D Units (cont'd in footnote 4)

(4) (cont'd from footnote 3) (to be converted in connection with the IPO into 139,670 shares of Class A Common Stock in the aggregate) held by GA QTS Interholdco; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("GAPCO CDA"), is a member of GA QTS Interholdco and indirectly beneficially owns 20,689 Class C Units and 9,796 Class D Units (to be converted in connection with the IPO into 30,485 shares of Class A Common Stock in the aggregate) held by GA QTS Interholdco; and GAPCO GmbH & Co., KG, a German limited partnership ("KG" and, together with GAP 85, GAPCO III, GAPCO IV and GAPCO CDA, the "GA Funds"), is a member of GA QTS Interholdco and indirectly beneficially owns 17,891 Class C Units and 9,293 Class C Units (to be converted in connection with the IPO into 27,184 shares of Class A Common Stock in the aggregate) held by GA QTS Interholdco.

(5) The general partner of GAP 85 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.

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Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of

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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