

Digital Realty Trust, Inc.
Form 8-K
January 22, 2019

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): January 17, 2019

DIGITAL REALTY TRUST, INC.

DIGITAL REALTY TRUST, L.P.

(Exact name of registrant as specified in its charter)

Maryland
Maryland
(State or other jurisdiction)

001-32336
000-54023
(Commission)

26-0081711
20-2402955
(IRS Employer)

of incorporation)

File Number)

Identification No.)

Four Embarcadero Center, Suite 3200

San Francisco, California
(Address of principal executive offices)

(415) 738-6500

94111
(Zip Code)

(Registrant's telephone number, including area code)

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Digital Realty Trust, Inc.:

Emerging growth company

Digital Realty Trust, L.P.:

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Digital Realty Trust, Inc.:

Digital Realty Trust, L.P.:

Introductory Note

Unless otherwise indicated or unless the context requires otherwise, all references in this report to we, us, our, our company, the company or Digital Realty refer to Digital Realty Trust, Inc., together with its consolidated subsidiaries, including Digital Realty Trust, L.P., our operating partnership.

Item 8.01. Other Events.

Results of Tender Offer for 5.875% Senior Notes due 2020

On January 17, 2019, Digital Realty announced the results of the previously announced cash tender offer (the Tender Offer) by the operating partnership for any and all of the outstanding \$500 million in aggregate principal amount of 5.875% Senior Notes due 2020 (the Senior Notes), which are fully and unconditionally guaranteed by Digital Realty. The Tender Offer expired at 5:00 p.m., New York City time, on Thursday, January 17, 2019 (the Expiration Time). As of the expiration of the Tender Offer, \$350,123,000 or 70.02% of the \$500 million aggregate principal amount of the Senior Notes outstanding prior to the Tender Offer had been validly tendered and not withdrawn in the Tender Offer. The operating partnership accepted for purchase all of the Notes validly tendered and delivered (and not validly withdrawn) in the Tender Offer at or prior to the Expiration Time. Payment for the Notes purchased pursuant to the Tender Offer is anticipated to be made on January 18, 2019 (the Settlement Date) or January 23, 2019 (the Guaranteed Delivery Settlement Date), as applicable.

The consideration paid under the Tender Offer was \$1,022.81 per \$1,000 principal amount of Senior Notes, plus accrued and unpaid interest to, but not including, the Settlement Date. The total Tender Offer consideration of \$367,651,373.10 including accrued and unpaid interest was funded from a portion of the net proceeds from the previously announced issuance and sale by Digital Euro Finco, LLC, a wholly owned indirect finance subsidiary of the Issuer, of its Euro-denominated 2.500% Guaranteed Notes due 2026.

The Tender Offer was made pursuant to the operating partnership's Offer to Purchase dated January 11, 2019 and the related Letter of Transmittal and Notice of Guaranteed Delivery. Merrill Lynch, Pierce, Fenner & Smith Incorporated acted as Dealer Manager for the Tender Offer. This Current Report on Form 8-K is neither an offer to purchase nor a solicitation to buy any of the Notes nor is it a solicitation for acceptance of the Tender Offer.

The press releases announcing the pricing and expiration of the Tender Offer are attached hereto as Exhibit 99.1 and 99.2, respectively and are incorporated in this Item 8.01 by this reference.

Redemption of 5.875% Senior Notes due 2020

On January 18, 2019, Digital Realty announced that its operating partnership has elected to redeem all of its Senior Notes that remain outstanding following the Tender Offer on February 19, 2019 (the Redemption Date). The aggregate principal amount outstanding of Senior Notes following the settlement of the Tender Offer is \$149,877,000. The redemption price for the Senior Notes is equal to (a) \$1,020.310000 per \$1,000 principal amount of the Senior Notes, or 102.031% of the aggregate principal amount of the Senior Notes, plus (b) accrued and unpaid interest to, but excluding, the Redemption Date equal to \$2.937500 per \$1,000 principal amount of the Senior Notes. Wilmington Trust FSB, as trustee for the Senior Notes, issued a notice to registered holders concerning the redemption. The operating partnership intends to use the net proceeds from the previously announced issuance and sale by Digital Euro Finco, LLC, a wholly owned indirect finance subsidiary of the operating partnership, of its Euro-denominated 2.500% Guaranteed Notes due 2026 (the Euro Notes), to fund this redemption. After such redemption, no Senior Notes will remain outstanding.

The foregoing does not constitute a notice of redemption with respect to any of the Senior Notes. A copy of the press release, dated January 18, 2019, announcing the redemption is attached hereto as Exhibit 99.3 and is incorporated in this Item 8.01 by this reference.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements as that term is defined by Section 27A of the Securities Act and Section 21E of the Exchange Act. Statements that are predictive in nature, that depend on or relate to future events or conditions, or that include words such as believes, anticipates, expects, may, will, words should, estimates, could, intends, plans or other similar expressions are forward-looking statements. Forward-looking statements involve significant known and unknown risks and uncertainties that may cause the company's actual results in future periods to differ materially from those projected or contemplated in the forward-looking statements as a result of, but not limited to, the following factors: timing and consummation of the Tender Offer and the redemption of Senior Notes; the intended use of the net proceeds from the offering of the Euro Notes; risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the Tender Offer and the redemption of Senior Notes; and the impact of legislative, regulatory and competitive changes and other risk factors relating to the industries in which we operate, as detailed from time to time in each of our reports filed with the SEC. There can be no assurance that the proposed transactions will be consummated on the terms described herein or at all.

The risks included here are not exhaustive, and additional factors could adversely affect our business and financial performance. We discussed a number of additional material risks in our annual report on Form 10-K for the year ended December 31, 2017 and other filings with the Securities and Exchange Commission. Those risks continue to be relevant to our performance and financial condition. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We expressly disclaim any responsibility to update forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release of Digital Realty dated January 17, 2019</u> |
| 99.2 | <u>Press Release of Digital Realty dated January 17, 2019</u> |
| 99.3 | <u>Press Release of Digital Realty dated January 18, 2019</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: January 22, 2019

Digital Realty Trust, Inc.

By: /s/ JOSHUA A. MILLS
Joshua A. Mills
Senior Vice President, General Counsel

and Secretary

Digital Realty Trust, L.P.

By: Digital Realty Trust, Inc.
Its general partner

By: /s/ JOSHUA A. MILLS
Joshua A. Mills
Senior Vice President, General Counsel

and Secretary