

Spirit Realty Capital, Inc.  
 Form 4  
 March 08, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
**Berry Ryan Andrew**  
  
 (Last) (First) (Middle)  
**C/O SPIRIT REALTY CAPITAL, INC., 16767 NORTH PERIMETER DRIVE, SUITE 210**  
  
 (Street)  
**SCOTTSDALE, AZ 85260**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Spirit Realty Capital, Inc. [SRC]**  
  
 3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2016**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Former SVP & General Counsel**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 03/01/2016                           |  | F                              | 1,589   | \$ 10.64  | 42,950   | D   |
| Common Stock, par value \$0.01 per share | 03/04/2016                           |  | A                              | 15,103  | \$ 10.32  | 58,053   | D   |
|  | 03/07/2016                           |  | F                              | 11,396  |   | 46,657   | D   |

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Common Stock, par value \$0.01 per share D \$ (3) 10.3931

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address   | Relationships  |
|--|--|
| Berry Ryan Andrew<br>C/O SPIRIT REALTY CAPITAL, INC.<br>16767 NORTH PERIMETER DRIVE, SUITE 210<br>SCOTTSDALE, AZ 85260 | Director 10% Owner Officer Other<br>Former SVP & General Counsel |

Signatures

/s/ Phillip D. Joseph, Jr. as attorney in-fact-for Ryan A. Berry 03/08/2016  
 \*\*Signature of Reporting Person Date

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. 78ff(a).

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Represents shares surrendered to Issuer in connection with the vesting of restricted shares to satisfy the income tax withholding and remittance obligations of the reporting person at a net settlement price equal to the closing price on NYSE on March 1, 2016 of \$10.64 and does not represent a sale by the reporting person.

- (2) Shares were issued pursuant to the terms of Mr. Berry's employment agreement and performance share awards granted in 2015.
- (3) Represents shares sold to satisfy the income tax withholding and remittance obligations of the reporting person in connection with the vesting of restricted shares and granted performance shares at a price equal to the price on NYSE on March 7, 2016 of \$10.3931

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