

QTS Realty Trust, Inc.
Form 4
August 17, 2015

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 *
GA QTS Interholdco, LLC

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE CO., LLC, 55 EAST 52ND STREET, 32ND FLOOR

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QTS Realty Trust, Inc. [QTS]

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

*See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/14/2015		S		2,400,000	D	\$ 41 6,191,145
						D	(1) (2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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

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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)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other		
GA QTS Interholdco, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GENERAL ATLANTIC PARTNERS 85, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GAP COINVESTMENTS III, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GAP COINVESTMENTS IV, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR		X				*See Remarks

NEW YORK, NY 10055

GAPCO GMBH & CO KG

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

*See Remarks

GAPCO MANAGEMENT GMBH

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

*See Remarks

General Atlantic Partners 93, L.P.

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

*See Remarks

Signatures

/s/ Thomas J.
Murphy

08/17/2015

**Signature of
Reporting Person

Date

/s/ Thomas J.
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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).

(1) By GA QTS Interholdco, LLC, a Delaware limited liability company ("GA QTS Interholdco").

In connection with an underwritten offering, GA QTS Interholdco sold 2,400,000 shares of Class A common stock, par value \$0.01 per share (the "Shares"), of QTS Realty Trust, Inc. (the "Company"), of which General Atlantic Partners 85, L.P., a Delaware limited partnership and member of GA QTS Interholdco ("GAP 85"), disposed of a beneficial interest in 1,994,525 Shares, General Atlantic Partners 93, L.P., a Delaware limited partnership and a member of GA QTS Interholdco ("GAP 93"), disposed of a beneficial interest in 257,860 Shares, GAP Coinvestments III, LLC, a Delaware limited liability company and a member of GA QTS Interholdco ("GAPCO III"), disposed of a beneficial interest in 111,535 Shares, (cont'd in FN 3)

(2) (cont't from FN 2) GAP Coinvestments IV, LLC, a Delaware limited liability company and a member of GA QTS Interholdco ("GAPCO IV"), disposed of a beneficial interest in 25,381 Shares, GAP Coinvestments CDA, L.P., a Delaware limited partnership and a member of GA QTS Interholdco ("GAPCO CDA"), disposed of a beneficial interest in 5,619 Shares and GAPCO GmbH & Co., KG, a German limited partnership and a member of GA QTS Interholdco ("KG"), disposed of a beneficial interest in 5,080 Shares.

(3) With respect to all of the Shares owned by GA QTS Interholdco, GAP 85 may be deemed to indirectly beneficially own 5,145,164 Shares held by GA QTS Interholdco; GAP 93 may be deemed to indirectly beneficially own 665,188 Shares held by GA QTS Interholdco; GAPCO III may be deemed to indirectly beneficially own 287,720 Shares held by GA QTS Interholdco; (cont'd in FN 5)

(4) (cont'd from FN 4) GAPCO IV may be deemed to indirectly beneficially own 65,476 Shares held by GA QTS Interholdco; GAPCO CDA may be deemed to indirectly beneficially own 14,494 Shares held by GA QTS Interholdco; and KG may be deemed to indirectly beneficially own 13,103 Shares held by GA QTS Interholdco.

(5) The general partner of GAP 85 and GAP 93 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. The managing directors of GA LLC control the voting and investment decisions made by GmbH Management.

Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Se

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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