

Edgar Filing: Digital Realty Trust, Inc. - Form 10-K/A

Digital Realty Trust, Inc.
Form 10-K/A
April 01, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2015

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period From _____ to _____
Commission file number 001-32336 (Digital Realty Trust, Inc.)
000-54023 (Digital Realty Trust, L.P.)

DIGITAL REALTY TRUST, INC.
DIGITAL REALTY TRUST, L.P.
(Exact name of registrant as specified in its charter)

Maryland (Digital Realty Trust, Inc.) 26-0081711
Maryland (Digital Realty Trust, L.P.) 20-2402955
(State or other jurisdiction of incorporation or organization) (IRS employer identification number)
Four Embarcadero Center, Suite 3200 94111
San Francisco, CA
(Address of principal executive offices) (Zip Code)
(415) 738-6500
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| | Title of each class | Name of each exchange on which registered |
|----------------------------|--|---|
| Digital Realty Trust, Inc. | Common stock, \$0.01 par value per share | New York Stock Exchange |
| | Series E cumulative redeemable preferred stock, \$0.01 par value per share | New York Stock Exchange |
| | Series F cumulative redeemable preferred stock, \$0.01 par value per share | New York Stock Exchange |
| | Series G cumulative redeemable preferred stock, \$0.01 par value per share | New York Stock Exchange |
| | Series H cumulative redeemable preferred | New York Stock Exchange |

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| | | |
|----------------------------|--|-------------------------|
| | stock, \$0.01 par value per share Series I cumulative redeemable preferred | New York Stock Exchange |
| Digital Realty Trust, L.P. | stock, \$0.01 par value per share None | None |

Securities registered pursuant to Section 12(g) of the Act:

| | |
|----------------------------|---|
| Digital Realty Trust, Inc. | None |
| Digital Realty Trust, L.P. | Common Units of Partnership Interest |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

| | |
|----------------------------|---|
| Digital Realty Trust, Inc. | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| Digital Realty Trust, L.P. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

| | |
|----------------------------|---|
| Digital Realty Trust, Inc. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| Digital Realty Trust, L.P. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

| | |
|----------------------------|---|
| Digital Realty Trust, Inc. | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| Digital Realty Trust, L.P. | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

| | |
|----------------------------|---|
| Digital Realty Trust, Inc. | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |
| Digital Realty Trust, L.P. | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | |
|---|-------------------------------------|--|
| Digital Realty Trust, Inc.: | | |
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | | Smaller reporting company <input type="checkbox"/> |
| Digital Realty Trust, L.P.: | | |
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | | Smaller reporting company <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

| | |
|----------------------------|---|
| Digital Realty Trust, Inc. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| Digital Realty Trust, L.P. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

The aggregate market value of the common equity held by non-affiliates of Digital Realty Trust, Inc. as of June 30, 2015 totaled approximately \$9 billion based on the closing price for Digital Realty Trust, Inc.'s common stock on that day as reported by the New York Stock Exchange. Such value excludes common stock held by executive officers,

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directors and 10% or greater stockholders as of June 30, 2015. The identification of 10% or greater stockholders as of June 30, 2015 is based on Schedule 13G and amended Schedule 13G reports publicly filed before June 30, 2015. This calculation does not reflect a determination that such parties are affiliates for any other purposes.

There is no public trading market for the common units of Digital Realty Trust, L.P. As a result, the aggregate market value of the common units held by non-affiliates of Digital Realty Trust, L.P. cannot be determined.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Digital Realty Trust, Inc.:

| Class | Outstanding at March 31, 2016 |
|---|----------------------------------|
| Common Stock, \$.01 par value per share | 146,797,648 |

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates by reference portions of Digital Realty Trust, Inc.'s Proxy Statement for its 2016 Annual Meeting of Stockholders filed with the U.S. Securities and Exchange Commission on March 31, 2016.

EXPLANATORY NOTE

This Amendment No. 1 (“Amendment No. 1”) on Form 10-K/A amends the combined Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the “Original Filing”) of Digital Realty Trust, Inc. and Digital Realty Trust, L.P. filed with the U.S. Securities and Exchange Commission on February 29, 2016. We are filing this Amendment No. 1 to amend and restate Exhibits 21.1 and 21.2 to include additional subsidiaries that were inadvertently omitted from the Original Filing.

This Amendment No. 1 does not reflect events occurring after the filing of the Original Filing.

PART III

ITEM 15. EXHIBITS.

| Exhibit Number | Description |
|----------------|---|
| 21.1 | List of Subsidiaries of Digital Realty Trust, Inc. |
| 21.2 | List of Subsidiaries of Digital Realty Trust, L.P. |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer for Digital Realty Trust, Inc. |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certifications of Chief Financial Officer for Digital Realty Trust, Inc. |
| 31.3 | Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer for Digital Realty Trust, L.P. |
| 31.4 | Rule 13a-14(a)/15d-14(a) Certifications of Chief Financial Officer for Digital Realty Trust, L.P. |
| 32.1 | 18 U.S.C. § 1350 Certifications of Chief Executive Officer for Digital Realty Trust, Inc. |
| 32.2 | 18 U.S.C. § 1350 Certifications of Chief Financial Officer for Digital Realty Trust, Inc. |
| 32.3 | 18 U.S.C. § 1350 Certifications of Chief Executive Officer for Digital Realty Trust, L.P. |
| 32.4 | 18 U.S.C. § 1350 Certifications of Chief Financial Officer for Digital Realty Trust, L.P. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIGITAL REALTY TRUST, INC.

By: /s/ Joshua A. Mills
Joshua A. Mills
Senior Vice President, General Counsel and Secretary

Date: April 1, 2016

| Signature | | Date |
|--|---|---------------|
| * Dennis E. Singleton | Chairman of the Board | April 1, 2016 |
| * A. William Stein | Chief Executive Officer and Director (Principal Executive Officer) | April 1, 2016 |
| * Andrew P. Power | Chief Financial Officer (Principal Financial Officer) | April 1, 2016 |
| * Edward F. Sham | Sr. Vice President and Controller (Principal Accounting Officer) | April 1, 2016 |
| * Laurence A. Chapman | Director | April 1, 2016 |
| * Kathleen Earley | Director | April 1, 2016 |
| * Kevin J. Kennedy | Director | April 1, 2016 |
| * William G. LaPerch | Director | April 1, 2016 |
| * Robert H. Zerbst | Director | April 1, 2016 |
| *By: /s/ Joshua A. Mills Attorney in Fact | | April 1, 2016 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

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

Date: April 1, 2016

| Signature | Title | Date |
|--------------------------|---|---------------|
| * Dennis E. Singleton | Chairman of the Board | April 1, 2016 |
| * A. William Stein | Chief Executive Officer and Director (Principal Executive Officer) | April 1, 2016 |
| * Andrew P. Power | Chief Financial Officer (Principal Financial Officer) | April 1, 2016 |
| * Edward F. Sham | Sr. Vice President and Controller (Principal Accounting Officer) | April 1, 2016 |
| * Laurence A. Chapman | Director | April 1, 2016 |
| * Kathleen Earley | Director | April 1, 2016 |
| * Kevin J. Kennedy | Director | April 1, 2016 |
| * William G. LaPerch | Director | April 1, 2016 |
| * Robert H. Zerbst | Director | April 1, 2016 |

*By: /s/ Joshua A. Mills
Attorney in Fact

April 1, 2016

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