

Digital Realty Trust, L.P.
Form SC TO-I/A
March 18, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO-I/A

Amendment No. 1

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

DIGITAL REALTY TRUST, L.P.

(Name of Subject Company (Issuer))

DIGITAL REALTY TRUST, INC.

DIGITAL REALTY TRUST, L.P.

(Names of Filing Persons (Guarantor and Issuer))

5.50% Exchangeable Senior Debentures due 2029

(Title of Class of Securities)

25389JAC0

(CUSIP Number of Class of Securities)

A. William Stein

Chief Financial Officer, Chief Investment Officer and Secretary

Four Embarcadero Center, Suite 3200

San Francisco, CA 94111

(415) 738-6500

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Keith Benson, Esq.

Julian T.H. Kleindorfer, Esq.

Latham & Watkins LLP

355 S. Grand Ave.

Los Angeles, CA 90071-1560

(213) 485-1234

CALCULATION OF FILING FEE

Transaction Valuation*

\$266,400,000

Amount of Filing Fee**

\$34,312.32

* Calculated solely for purposes of determining the filing fee. The purchase price of the 5.50% Exchangeable Senior Debentures due 2029 (the **Debentures**), as described herein, is 100% of the principal amount of the Debentures. As of December 31, 2013, there was \$266,400,000 aggregate principal amount of Debentures outstanding, resulting in an aggregate maximum purchase price of \$266,400,000.

** Previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$128.80 for each \$1,000,000 of the value of the transaction.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable
Form or Registration No.: Not applicable

Filing Party: Not applicable
Date Filed: Not applicable

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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

☐ Third-party tender offer subject to Rule 14d-1.

☒ Issuer tender offer subject to Rule 13e-4.

☐ Going-private transaction subject to Rule 13e-3.

☐ Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

EXPLANATORY NOTE TO SCHEDULE TO-I/A

This amended Schedule TO is being filed solely to include the Schedule TO (together with any amendment and supplements thereto, the "Original Filing") originally filed by Digital Realty Trust, L.P. on March 17, 2014, in the filings of Digital Realty Trust, Inc. (the "Company") with the Securities and Exchange Commission (the "SEC"). The Original Filing was not included in the Company's SEC filings due to a coding error in the electronic filing transmission by the financial printer engaged by the Company to file the Original Filing.

INTRODUCTORY STATEMENT

As required by, pursuant to the terms of and subject to the conditions set forth in the Indenture, dated as of April 20, 2009 (the **Indenture**), by and among Digital Realty Trust, L.P., a Maryland limited partnership, as issuer (the **Company**), Digital Realty Trust, Inc., a Maryland corporation, as guarantor (the **Guarantor**), and Wells Fargo Bank, National Association, as trustee and paying agent (the **Trustee**), relating to the Company's 5.50% Exchangeable Senior Debentures due 2029 (the **Debentures**), this Tender Offer Statement on Schedule TO (**Schedule TO**) is filed by the Company and the Guarantor with respect to the right of each holder (the **Holder**) of the Debentures to sell and the obligation of the Company to purchase the Debentures, as set forth in the Company's Issuer Repurchase Notice to Holders of 5.50% Exchangeable Senior Debentures due 2029, dated March 17, 2014, filed as an exhibit to this Schedule TO (as amended or supplemented from time to time, the **Put Option**).

This Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

Items 1 through 9.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Put Option is incorporated by reference into this Schedule TO.

Item 10. Financial Statements.

Pursuant to Instruction 2 to Item 10 of Schedule TO, the Company's financial condition is not material to a Holder's decision whether to put the Debentures to the Company because (i) the consideration being paid to Holders surrendering Debentures consists solely of cash, (ii) the Put Option is not subject to any financing conditions, (iii) the Put Option applies to all outstanding Debentures and (iv) the Company is a reporting company under Section 13(a) of the Securities Exchange Act of 1934, as amended, that files reports electronically on EDGAR. The financial condition and results of operations of the Company and its subsidiaries are reported electronically on EDGAR on a consolidated basis.

Item 11. Additional Information.

Not applicable.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(A)	Issuer Repurchase Notice to Holders of 5.50% Exchangeable Senior Debentures due 2029, dated March 17, 2014, including form of Repurchase Notice and form of Withdrawal Notice.
(a)(1)(B)	IRS Form W-9.
(a)(5)(A)	Press release dated March 17, 2014.
(b)(1)	Global Senior Credit Agreement, dated as of August 15, 2013, among Digital Realty Trust, L.P. and the other initial borrowers named therein and additional borrowers party thereto, as borrowers, Digital Realty Trust, Inc., as parent guarantor, the subsidiary borrowers and guarantors named therein, Citibank, N.A., as administrative agent, Bank of America, N.A., and JPMorgan Chase Bank, N.A., as

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syndication agents, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as joint lead arrangers and joint book running managers, and the other agents and lenders named therein (incorporated by reference to the Exhibit 10.1 to the Combined Quarterly Report on Form 10-Q of Digital Realty Trust, Inc. and Digital Realty Trust, L.P. filed on November 12, 2013).

- (b)(2) Amendment No. 1 to the Global Senior Credit Agreement, dated as of December 11, 2013, among Digital Realty Trust, L.P. and the other initial borrowers named therein and additional borrowers party thereto, as borrowers, Digital Realty Trust, Inc., as parent guarantor, the subsidiary borrowers and guarantors named therein, Citibank, N.A., as

administrative agent, Bank of America, N.A., and JPMorgan Chase Bank, N.A., as syndication agents, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as joint

lead arrangers and joint book running managers, and the other agents and lenders named therein (incorporated by reference to the Exhibit 10.30 to the Combined Annual Report on Form 10-K, as amended, of Digital Realty Trust, Inc. and Digital Realty Trust, L.P. filed on March 3, 2014).

(d)(1) Indenture, dated as of April 20, 2009, by and among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee and paying agent, including form of 5.50% Exchangeable Senior Debentures due 2029 and guarantee (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on April 20, 2009).

(g) None.

(h) None.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 17, 2014

Digital Realty Trust, Inc.

By: /s/ Joshua A. Mills
Joshua A. Mills

**Senior Vice President, General
Counsel and**

Assistant 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**

Assistant Secretary

EXHIBIT INDEX

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(g)	None.
(h)	None.