

Spirit Realty, L.P.  
Form 3  
May 10, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â SPIRIT REALTY CAPITAL, INC.             |         |          | (Month/Day/Year)  | Spirit MTA REIT [SMTA]                             |  |
| (Last)                                    | (First) | (Middle) | 05/10/2018  |  |  |
| 2727 NORTH HARWOOD STREET, SUITE 300      |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  |  |
| (Street)                                  |         |          | (Check all applicable)  |  |  |
| DALLAS, TX 75201                          |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |  |
| (City)                                    | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |  |
|   |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |  |
|   |         |          | <input type="checkbox"/> Form filed by One Reporting Person   |  |  |
|   |         |          | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)   | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--------------------------------------|--|---|--|
| Common shares of beneficial interest | 20,000   | I   | See footnote <sup>(1)</sup>                              |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SPIRIT REALTY CAPITAL, INC.<br>2727 NORTH HARWOOD STREET, SUITE 300<br>DALLAS, TX 75201     | ^             | ^ X       | ^       | ^     |
| Spirit General OP Holdings, LLC<br>2727 NORTH HARWOOD STREET, SUITE 300<br>DALLAS, TX 75201 | ^             | ^ X       | ^       | ^     |
| Spirit Realty, L.P.<br>2727 NORTH HARWOOD STREET, SUITE 300<br>DALLAS, TX 75201             | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| Spirit Realty Capital, Inc. By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer     | 05/10/2018 |
| **Signature of Reporting Person   | Date       |
| Spirit General OP Holdings, LLC By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer | 05/10/2018 |
| **Signature of Reporting Person   | Date       |
| Spirit Realty, L.P. By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer             | 05/10/2018 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The shares are directly owned by Spirit Realty, L.P. Spirit General OP Holdings, LLC, a wholly-owned subsidiary of Spirit Realty Capital, Inc., is the general partner of Spirit Realty, L.P. It is expected that on May 31, 2018, Spirit Realty Capital, Inc. will cause to be distributed to its shareholders all of the outstanding common shares of beneficial interest of Spirit MTA REIT previously held by Spirit Realty, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.