Spirit Realty, L.P.
Form 4
May 22, 2018

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPIRIT REALTY CAPITAL, INC.

(Last) (First) (Middle)

2727 NORTH HARWOOD STREET, SUITE 300

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Spirit MTA REIT [SMTA]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2018

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) _____ Other (specify below)

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 | | | |
| Common shares of beneficial interest | 05/18/2018 | | J(1) | | 42,851,011 (2) | D | $ 0 | 0 | I | See footnote (3) |

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)**

| 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# 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 | 05/22/2018 |
| **Signature of Reporting Person | Date |
| Spirit General OP Holdings, LLC By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer | 05/22/2018 |
| **Signature of Reporting Person | Date |
| Spirit Realty, L.P. By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer | 05/22/2018 |
| **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).

**(1)** On or about May 31, 2018, Spirit Realty Capital, Inc. ("Spirit") will make a pro rata distribution of 100% of the outstanding common shares of the Issuer to Spirit stockholders of record as of May 18, 2018 (the "Distribution"). On or prior to the date of the Distribution, SMTA will recapitalize the SMTA common shares then held by Spirit Realty, L.P. such that Spirit will distribute to its stockholders one SMTA common share for every ten shares of Spirit common stock held by stockholders of Spirit as of the close of business on May 18,

2018.

**(2)** Reported number of shares reflects the recapitalization of the SMTA common shares that is expected to occur on or prior to the date of the Distribution based on the number of shares of Spirit common stock outstanding as of the close of business on May 18, 2018.

**(3)** The shares will be directly owned by Spirit Realty, L.P. until immediately prior to the Distribution. Spirit General OP Holdings, LLC, a wholly-owned subsidiary of Spirit Realty Capital, Inc., is the general partner of 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.
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