

CyrusOne Inc.  
Form 4  
February 03, 2016

**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 \*  
Andrews Gregory R

(Last) (First) (Middle)  
C/O CYRUSONE INC., 1649 W.  
FRANKFORD RD.  
(Street)

CARROLLTON, TX 75007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CyrusOne Inc. [CONE]

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock <sup>(1)</sup>	02/01/2016		A		4,383	A	\$ 0
Common Stock <sup>(2)</sup>	02/01/2016		A		25,834	A	\$ 0

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

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(9-02)

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**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. Amount or Number of Shares
Stock Option	\$ 36.99	02/01/2016		A	30,401	(3) 02/01/2026	Common Stock	30,401

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Gregory R C/O CYRUSONE INC. 1649 W. FRANKFORD RD. CARROLLTON, TX 75007			Chief Financial Officer	

## Signatures

/s/ Robert M. Jackson, as  
Attorney-in-fact

02/03/2016

\*\*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) Represents shares of time-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The shares under the award shall initially be subject to transfer and forfeiture restrictions set forth in the award agreement, and the number of such shares will become free of such restrictions in cumulative installments on February 1, 2017, February 1, 2018 and February 1, 2019. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.

(2) Represents shares of performance-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The amount reported represents the maximum number of shares that can vest under the award. The target number of shares that can vest under the award is fifty percent (50%) of the maximum number of shares. The shares under the award shall initially be subject to transfer and forfeiture restrictions and, subject in each case to the applicable performance criteria set forth in the award agreement, (i) up to 33% and 66% of the target number of such shares will become free of such restrictions in cumulative installments on February 28, 2017 and February 28, 2018 respectively, and (ii) up to the maximum number of such shares that have not previously vested will become free of such restrictions on February 28, 2019. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.

(3) Represents stock options granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The stock options shall vest and become exercisable in approximately equal installments on each of February 1, 2017, February 1, 2018 and February 1, 2019.

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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