

SPIRIT REALTY CAPITAL, INC.  
Form SC 13G  
February 12, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.)\*

Spirit Realty  
Capital Inc.  
(Name of  
Issuer)

Common Stock,  
par value \$0.01  
per share  
(Title of Class  
of Securities)

84860F109  
(CUSIP  
Number)

September 20,  
2012  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 9  
Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

		NAME OF REPORTING PERSON
1		GOLDENTREE ASSET MANAGEMENT LP
		CHECK THE APPROPRIATE
2		BOX IF A MEMBER (b) OF A GROUP
3		SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4		Delaware
		SOLE VOTING POWER
5		
		0 SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
		5,522,264 SOLE DISPOSITIVE POWER
7		
		0 SHARED DISPOSITIVE POWER
8		
		5,522,264
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	5,522,264
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	6.51%
	TYPE OF
	REPORTING
12	PERSON
	IA

		NAME OF REPORTING PERSON
1		GOLDENTREE ASSET MANAGEMENT LLC CHECK THE APPROPRIATE
2		BOX IF A MEMBER (b) "
3		OF A GROUP
4		SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
		Delaware
		SOLE VOTING
5		POWER
		0
		SHARED VOTING
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	POWER
		5,522,264
7		SOLE DISPOSITIVE POWER
		0
		SHARED DISPOSITIVE
8		POWER
		5,522,264
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	5,522,264
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	6.51%
	TYPE OF
	REPORTING
12	PERSON
	OO

1	NAME OF REPORTING PERSON
2	STEVEN A. TANANBAUM CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	5,522,264 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	5,522,264 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	5,522,264 ..

11 CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 6.51%  
TYPE OF  
REPORTING  
PERSON

IN



**Item 1(a). NAME OF ISSUER**

The name of the issuer is Spirit Realty Capital Inc. (the “Company”).

**Item 1(b). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES**

The Company’s principal executive offices are located at 14631 North Scottsdale Road, Suite 200, Scottsdale, Arizona 85254.

**Item 2(a). NAME OF PERSON FILING**

(i) GoldenTree Asset Management LP, a Delaware limited Partnership registered as an investment adviser with the U.S. Securities and Exchange Commission (the “Investment Manager”), which serves as the investment manager of certain investment funds and managed accounts (collectively, the “Funds”);

(ii) GoldenTree Asset Management LLC, a Delaware limited liability company (“IMGP”), which serves as the general partner of the Investment Manager; and

(iii) Mr. Steven A. Tananbaum (“Mr. Tananbaum”), who serves as the managing member of IMGP.

The foregoing persons are hereinafter sometimes collectively referred to as the “Reporting Persons.” Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock (as defined below) reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 300 Park Avenue, 21st Floor, New York, N.Y. 10022.

**Item 2(c). CITIZENSHIP**

The Investment Manager and IMGP are organized under the laws of the State of Delaware. Mr. Tananbaum is a United States citizen.

CUSIP No. 84860F109 13G Page 6 of 9 Pages

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.01 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER

84860F109

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

Item 4. OWNERSHIP

The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 84,851,515 shares of Common Stock issued and outstanding as of November 6, 2012 as reflected in the Company's Form 10-Q for the quarterly period that ended September 30, 2011.

The information required by Items 4(a) – (c) is set forth in Rows 5-11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The Investment Manager is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, as amended. The business of Investment Manager is the rendering of financial services and as such it provides discretionary investment advisory services to each of the Funds. In such capacity, the Investment Manager has the power to make decisions regarding the dispositions of the proceeds from the sale of the foregoing Common Stock. Under the rules promulgated by the Securities and Exchange Commission, the Investment Manager and the managing member of the IMG (Mr. Tananbaum) may be considered “beneficial owners” of securities acquired by the Funds. The Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock reported in this Schedule 13G.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2 and Exhibit 1.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 12, 2013

/s/ Steven A. Tananbaum

Steven A. Tananbaum, as attorney-in-fact for the Reporting Persons

EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: February 12, 2013

/s/ Steven A. Tananbaum  
Steven A. Tananbaum, as attorney-in-fact for the Reporting Persons