

QTS Realty Trust, Inc.
Form SC 13D/A
August 18, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 4)*

Under the Securities Exchange Act of 1934

QTS Realty Trust, Inc.

(Name of Issuer)

Class A common stock, \$0.01 par value per share

(Title of Class of Securities)

74736A 103

(CUSIP Number)

Shirley E. Goza

General Counsel

QTS Realty Trust, Inc.

12851 Foster Street

Overland Park, Kansas 66213

(913) 312-5503

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**(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)**

August 14, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

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- (1) Names of Reporting Persons
Chad L. Williams
- (2) Check the Appropriate Box if a Member of a Group
(a)
(b)
- (3) SEC Use Only
- (4) Source of Funds
PF, WC, OO
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- (6) Citizenship or Place of Organization
United States of America
- | | | |
|---|------|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (7) | Sole Voting Power
6,565,189* |
| | (8) | Shared Voting Power
0 |
| | (9) | Sole Dispositive Power
6,565,189* |
| | (10) | Shared Dispositive Power
0 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
6,565,189*
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- (13) Percent of Class Represented by Amount in Row (11)
11.9**%
- (14) Type of Reporting Person
IN

*Consists of: (A) 121,556 shares of Class A common stock, \$0.01 par value per share (Class A common stock), (B) 133,000 shares of Class B common stock, \$0.01 par value per share (Class B common stock), which are redeemable for a maximum of 133,000 shares of Class A common stock, (C) 6,292,000 Class A units of QualityTech, LP, (the Operating Partnership), which are redeemable for a maximum of 6,292,000 shares of Class A common stock and (D) 18,633 options to purchase Class A common stock, which are exercisable or will become exercisable within 60 days of the date of filing this schedule, for a maximum of 18,633 shares of Class A common stock.

** Assumes a total of 48,677,290 shares of Class A common stock are outstanding, as increased by the right to acquire additional Class A common stock as described herein.

EXPLANATORY NOTE

This Amendment No. 4 (Amendment No. 4) to Schedule 13D (the Schedule 13D) relates to the shares of Class A common stock, \$0.01 par value per share (the Class A common stock), of QTS Realty Trust, Inc., a Maryland corporation (the Issuer), and is being filed to amend the Schedule 13D filed with the Securities and Exchange Commission on October 25, 2013. The Issuer is the general partner of the Operating Partnership. As disclosed in more detail in Item 5 below, Chad L. Williams (the Reporting Person), currently owns (A) 121,556 shares of Class A common stock, (B) 133,000 shares of Class B common stock, which are redeemable for a maximum of 133,000 shares of Class A common stock, (C) 6,292,000 Class A units of the Operating Partnership, which are redeemable for a maximum of 6,292,000 shares of Class A common stock, and (D) 18,633 options to purchase Class A common stock, which are exercisable or will become exercisable within 60 days of the date of filing this schedule, for a maximum of 18,633 shares of Class A common stock. Pursuant to the terms of the Class A Units, the Reporting Person may redeem the Class A units for cash or, at the Issuer's election, shares of the Issuer's Class A common stock. Pursuant to the Issuer's Articles of Amendment and Restatement, the Class B common stock automatically convert into Class A common stock in certain circumstances and is convertible at any time into Class A common stock at the option of the holder

Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 4 shall have the meaning assigned to such term in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and replaced in its entirety with the following:

(a) As of the date of this report, the Reporting Person is deemed to beneficially own an aggregate of 6,565,189 shares of Class A common stock. As noted above, the shares of Class A common stock the Reporting Person is deemed to beneficially own is based upon the Reporting Person's beneficial ownership of 121,556 shares of Class A common stock, 133,000 shares of Class B common stock (which are redeemable for a maximum of 133,000 shares of Class A common stock), 6,292,000 Class A units of the Operating Partnership (which may be redeemed by the Reporting Person for cash or, at the Issuer's election, for a maximum of 6,292,000 shares of the Issuer's Class A common stock) and 18,633 options to purchase Class A common stock (which are exercisable or will become exercisable within 60 days of the date of filing this schedule for a maximum of 18,633 shares of Class A common stock).

The Reporting Person's holdings represent approximately 11.9% of the outstanding class of Class A common stock, based upon a total of 48,677,290 shares of Class A common stock outstanding, as increased by the right to acquire additional Class A common stock as described herein.

(b) Number of shares to which the Reporting Person has:

i. Sole power to vote or to direct the vote: 6,565,189

- ii. Shared power to vote or to direct the vote: 0

- iii. Sole power to dispose or to direct the disposition of: 6,565,189

- iv. Shared power to dispose or to direct the disposition of: 0

(c) On August 14, 2017, the Reporting Person sold 682,576 shares of Class A common stock in the open market through a broker's transaction at a price of \$54.25 per share.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 to Schedule 13D is true, complete and correct.

Dated: August 18, 2017

/s/ Chad L. Williams
Chad L. Williams