

Empire State Realty Trust, Inc.  
Form 10-K/A  
March 27, 2014

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

**FORM 10-K/A**

**(Amendment No. 1)**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-36105**

**EMPIRE STATE REALTY TRUST, INC.**

**(Exact name of Registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**One Grand Central Place, 60 East 42nd Street,**  
**New York, New York 10165**  
**(Address of principal executive offices) (Zip Code)**  
**(212) 687-8700**  
**(Registrant's telephone number, including area code)**

**37-1645259**  
**(I.R.S. Employer**  
**Identification No.)**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>                              | <b>Name of Each Exchange on Which Registered</b> |
|---------------------------------------------------------|--------------------------------------------------|
| <b>Class A Common Stock, par value \$0.01 per share</b> | <b>New York Stock Exchange</b>                   |

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

The Registrant became subject to filing requirements on October 1, 2013.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of March 21, 2014, there were 94,650,559 shares of the Registrant's Class A Common Stock outstanding and 1,122,130 shares of the Registrant's Class B Common Stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Empire State Realty Trust, Inc.'s Proxy Statement for its 2014 Annual Stockholders Meeting (which is scheduled to be held on June 11, 2014) to be filed within 120 days after the end of the Registrant's fiscal year are incorporated by reference into Part III of this Annual Report on Form 10-K.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 10-K of Empire State Realty Trust, Inc. for the year ended December 31, 2013, originally filed on March 24, 2014 (the Original Filing ), is being filed solely to refile the consent of our Independent Registered Public Accounting Firm included as Exhibit 23.1 in the Original Filing, which the edgarized version of the consent inadvertently omitted the date and the conformed signature of our Independent Registered Public Accounting Firm.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A also contains new certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, which are attached hereto.

Except as expressly set forth in this Amendment No. 1, no other changes have been made to the Original Filing, and this Form 10-K/A does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Form 10-K/A does not reflect events that may have occurred subsequent to the filing date of the Original Filing.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

**EMPIRE STATE REALTY TRUST, INC.**

Date: March 27, 2014

By: /s/ David A. Karp  
Executive Vice President, Chief Financial

Officer and Treasurer

**Exhibit Index**

The following is a list of all exhibits filed as a part of this amended Annual Report on Form 10-K/A.

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                      |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1               | Consent of Ernst & Young LLP                                                                                                                                                                            |
| 31.1               | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2               | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1               | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                              |
| 32.2               | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                              |