

QTS Realty Trust, Inc.  
Form 4  
December 02, 2015

**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 \*  
GA QTS Interholdco, LLC

2. Issuer Name and Ticker or Trading Symbol  
QTS Realty Trust, Inc. [QTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GENERAL ATLANTIC SERVICE CO., LLC, 55 EAST 52ND STREET, 32ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2015

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

\*See Remarks

(Street)  
NEW YORK, NY 10055

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
Class A Common Stock	11/30/2015		S	2,501,250	\$ 41.625	D	(1) (2) (3) (4) (5) (6)

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)**

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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 Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other		
GA QTS Interholdco, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GENERAL ATLANTIC PARTNERS 85, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GAP COINVESTMENTS III, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GAP COINVESTMENTS IV, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X				*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR		X				*See Remarks

NEW YORK, NY 10055

GAPCO GMBH & CO KG

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

\*See Remarks

GAPCO MANAGEMENT GMBH

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

\*See Remarks

General Atlantic Partners 93, L.P.

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

\*See Remarks

## Signatures

/s/ Thomas J.  
Murphy

12/02/2015

\*\*Signature of  
Reporting Person

Date

/s/ Thomas J.  
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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) By GA QTS Interholdco, LLC, a Delaware limited liability company ("GA QTS Interholdco").

GA QTS Interholdco sold 2,501,250 shares of Class A common stock, par value \$0.01 per share (the "Shares") of QTS Realty Trust, Inc. (the "Company"), of which General Atlantic Partners 85, L.P., a Delaware limited partnership and member of GA QTS Interholdco ("GAP 85"), disposed of a beneficial interest in 2,078,668 Shares, General Atlantic Partners 93, L.P., a Delaware limited partnership and a member of GA QTS Interholdco ("GAP 93"), disposed of a beneficial interest in 268,739 Shares, GAP Coinvestments III, LLC, a Delaware limited liability company and a member of GA QTS Interholdco ("GAPCO III"), disposed of a beneficial interest in 116,241 Shares, (cont'd in FN 3)

(2) (cont't from FN 2) GAP Coinvestments IV, LLC, a Delaware limited liability company and a member of GA QTS Interholdco ("GAPCO IV"), disposed of a beneficial interest in 26,453 Shares, GAP Coinvestments CDA, L.P., a Delaware limited partnership and a member of GA QTS Interholdco ("GAPCO CDA"), disposed of a beneficial interest in 5,856 Shares and GAPCO GmbH & Co., KG, a German limited partnership and a member of GA QTS Interholdco ("KG"), disposed of a beneficial interest in 5,293 Shares.

(3) With respect to all of the Shares owned by GA QTS Interholdco, GAP 85 may be deemed to indirectly beneficially own 1,445,111 Shares held by GA QTS Interholdco; GAP 93 may be deemed to indirectly beneficially own 186,830 Shares held by GA QTS Interholdco; GAPCO III may be deemed to indirectly beneficially own 80,811 Shares held by GA QTS Interholdco; (cont'd in FN 5)

(4) (cont'd from FN 4) GAPCO IV may be deemed to indirectly beneficially own 18,391 Shares held by GA QTS Interholdco; GAPCO CDA may be deemed to indirectly beneficially own 4,071 Shares held by GA QTS Interholdco; and KG may be deemed to indirectly beneficially own 3,681 Shares held by GA QTS Interholdco.

(5) The general partner of GAP 85 and GAP 93 is General Atlantic GenPar, L.P., a Delaware limited partnership ("GenPar"). The general partner of GenPar is General Atlantic LLC, a Delaware limited liability company ("GA LLC"). GA LLC is the managing member of GAPCO III and GAPCO IV and the general partner of GAPCO CDA. GAPCO Management GmbH, a German corporation ("GmbH Management"), is the general partner of KG. The managing directors of GA LLC control the voting and investment decisions made by GmbH Management.

### Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Se

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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