

Digital Realty Trust, Inc.
Form 8-K
April 09, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 9, 2013

DIGITAL REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

001-32336
(Commission

File Number)

26-0081711
(I.R.S. Employer

Identification No.)

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Four Embarcadero Center, Suite 3200

San Francisco, California
(Address of principal executive offices)

(415) 738-6500

94111
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On April 9, 2013, we completed an underwritten public offering of 10,000,000 shares of our 5.875% Series G Cumulative Redeemable Preferred Stock, par value \$0.01 per share, or the Series G Preferred Stock, including 1,000,000 shares pursuant to the partial exercise of the underwriters over-allotment option, for net proceeds of approximately \$241.5 million after deducting the underwriting discount and other estimated expenses payable by us. In connection with the issuance and sale of the Series G Preferred Stock, we entered into an underwriting agreement, or the Underwriting Agreement, dated April 2, 2013, among us, Digital Realty Trust, L.P. and Merrill Lynch, Pierce, Fenner and Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The offering of the Series G Preferred Stock was made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission on April 23, 2012 (Registration Nos. 333-180886 and 333-180886-01), a base prospectus, dated April 23, 2012, included as part of the registration statement, and a prospectus supplement, dated April 2, 2013, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. In connection with the filing of the prospectus supplement, we are filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of our counsel, Venable LLP, regarding certain Maryland law issues regarding the Series G Preferred Stock.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Description |
|---------------|---|
| 1.1 | Underwriting Agreement, dated April 2, 2013, among Digital Realty Trust, Inc., Digital Realty Trust, L.P. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. |
| 5.1 | Opinion of Venable LLP. |
| 23.1 | Consent of Venable LLP (included in Exhibit 5.1). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 9, 2013

Digital Realty Trust, Inc.

By: /s/ Joshua A. Mills
Joshua A. Mills

**Senior Vice President, General Counsel and
Assistant Secretary**

EXHIBIT INDEX

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