

CoreSite Realty Corp
Form 8-K
August 02, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **August 2, 2018 (July 30, 2018)**

CoreSite Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-34877
(Commission
File Number)

27-1925611
(IRS Employer
Identification No.)

1001 17th Street, Suite 500
Denver, CO

80202

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(866) 777-2673**

N/A

(Former name or former address, if changed since last report.)

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:

- Written communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On July 30, 2018, CoreSite Realty Corporation (the Company), CoreSite, L.P., and certain investment funds affiliated with The Carlyle Group (the Selling Stockholders) entered into an underwriting agreement with Citigroup Capital Markets Inc. and Credit Suisse Securities (USA) LLC (together, the Underwriters) in connection with the offer and sale by the Selling Stockholders of 2,250,000 shares of the Company's common stock. The offering is scheduled to close on August 2, 2018, subject to customary closing conditions.

The offering was made pursuant to a shelf registration statement declared effective by the Securities and Exchange Commission on October 11, 2011 (File No. 333-177052), a base prospectus, dated October 11, 2011, included as part of the registration statement, and a prospectus supplement, dated July 30, 2018, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. The Company is filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of Venable LLP regarding certain matters of Maryland law, including the validity of the shares of common stock to be sold in the offering.

The foregoing description of the underwriting agreement is a summary and is qualified in its entirety by reference to the terms of the underwriting agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | <u>Underwriting Agreement, dated July 30, 2018, among the Company, CoreSite, L.P., the Selling Stockholders and Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC, as Underwriters</u> |
| 5.1 | <u>Opinion of Venable LLP</u> |
| 23.1 | <u>Consent of Venable LLP (contained in the opinion filed as Exhibit 5.1 hereto)</u> |

SIGNATURE

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.

Dated: August 2, 2018

CORESITE REALTY CORPORATION

| | |
|--------|-------------------------|
| By: | /s/ Jeffrey S. Finnin |
| Name: | Jeffrey S. Finnin |
| Title: | Chief Financial Officer |