

Qatar Investment Authority
 Form 4
 June 05, 2018

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 *
 Quark Holding LLC

2. Issuer Name and Ticker or Trading Symbol
 Empire State Realty Trust, Inc.
 [ESRT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

P.O. BOX 23224 OOREDOO
 TOWER, DIPLOMATIC AREA
 STREET, WEST BAY

(Street)

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

DOHA, S3 S3

(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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock, par value \$0.01 per share | 05/31/2018 | | P ⁽¹⁾ | 284,015 A | \$ 16.72 | D | (1) (2) |
| | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Quark Holding LLC P.O. BOX 23224 OOREDOO TOWER DIPLOMATIC AREA STREET, WEST BAY DOHA, S3 S3 | | X | | |
| Qatar Investment Authority Q-TEL TOWER P.O. BOX 23223 DOHA, S3 S3 | | X | | |

Signatures

/s/ Ian Kellow, as Head of Compliance of Quark Holding LLC 06/05/2018
 **Signature of Reporting Person Date

/s/ Ian Kellow, as Head of Compliance of Qatar Investment Authority 06/05/2018
 **Signature of 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) On May 31, 2018, Quark Holding LLC delivered to Empire State Realty Trust, Inc. (the "Issuer") an exercise notice to purchase 284,015 shares of the Issuer's Class A Common Stock, par value of \$0.01 (the "Common Stock"), pursuant to quarterly top up acquisition rights provided to Quark Holding LLC in a stockholders agreement, dated as of August 23, 2016, between Quark Holding LLC and the Issuer (the "Stockholders Agreement"). In accordance with the terms of the Stockholders Agreement relating to quarterly top up acquisitions,

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Quark Holding LLC may elect to purchase a limited number of additional shares of Common Stock on a quarterly basis.

As a result, Quark Holding LLC has voting power over 16,310,030 shares of Common Stock and dispositive power over 29,894,869 shares of Common Stock it directly beneficially owns, as calculated based on 164,463,762 shares of outstanding Common Stock as reported by the Issuer in its quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 3, 2018 and the

- (2) issuance of the 284,015 shares of Common Stock to Quark Holding LLC. Qatar Investment Authority, as the sole member of Quark Holding LLC, may be deemed a beneficial owner of all shares of the Common Stock owned directly by Quark Holding LLC. Each of Quark Holding LLC and Qatar Investment Authority disclaims beneficial ownership of the shares of the Common Stock reported herein, except to the extent of its respective pecuniary interest therein.

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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