

SPIRIT REALTY CAPITAL, INC.
 Form 4
 March 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
NOLAN THOMAS H JR

2. Issuer Name and Ticker or Trading Symbol
**SPIRIT REALTY CAPITAL, INC.
 [SRC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O SPIRIT REALTY CAPITAL, INC., 2727 N. HARWOOD STREET, SUITE 300

(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
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/01/2017		S		15,000	<u>D</u> (1) (2)	\$ 10.8473
Common Stock, par value \$0.01 per share	03/01/2017		F		18,667	<u>D</u> (3)	\$ 10.9

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.75 to \$10.94 per share, inclusive. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price point upon request of the Securities and Exchange Commission staff, issuer, or stockholder of issuer.
- (2) Represents shares surrendered to Issuer in connection with the issuance of performance share awards to satisfy the income tax withholding and remittance obligations of the reporting person at a net settlement price equal to the closing price on NYSE on March 1, 2017 of \$10.90 and does not represent a sale by the reporting person.
- (3) Shares of Restricted Stock granted pursuant to the Company's Incentive Award Plan. The shares of Restricted Stock vest annually in three equal installments beginning on February 1, 2018.
- (4)

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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