

CyrusOne Inc.  
Form 8-K  
December 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): **December 8, 2015**

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**CYRUSONE INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-35789**  
(Commission  
File Number)

**46-0691837**  
(IRS Employer  
Identification No.)

**1649 West Frankford Road**

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Carrollton, TX 75007

(Address of Principal Executive Office)

Registrant's telephone number, including area code: **(972) 350-0060**

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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))
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**ITEM 1.01 Entry into a Material Definitive Agreement.**

On December 14, 2015, CyrusOne Inc., a Maryland corporation (the Company ), completed its previously announced public offering (the Offering ) of 1,350,000 shares of its common stock, par value \$0.01 per share (the Common Stock ). All of the shares of Common Stock were offered by a subsidiary of Cincinnati Bell Inc., an Ohio corporation (the Selling Stockholder ).

In connection with the Offering, on December 8, 2015, the Company, CyrusOne GP, a Maryland statutory trust, CyrusOne LP, a Maryland limited partnership, and the Selling Stockholder entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc., as underwriter (the Underwriter ), pursuant to which the Selling Stockholder agreed to sell to the Underwriter 1,350,000 shares of Common Stock pursuant to the Company's Registration Statement on Form S-3 (File No. 333-194770). The above summary is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference.

The opinion of Venable LLP, relating to the validity of the Common Stock offered and sold pursuant to the Underwriting Agreement, is filed herewith as Exhibit 5.1.

**ITEM 8.01 Other Events.**

On December 9, 2015, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is furnished herewith as Exhibit 99.1.

On December 14, 2015, the Company issued a press release announcing the closing of the Offering. A copy of the press release is furnished herewith as Exhibit 99.2.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 8, 2015, by and among CyrusOne Inc., CyrusOne GP, CyrusOne LP, Data Center Investments Holdco LLC and Citigroup Global Markets Inc., as underwriter.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included as part of Exhibit 5.1).
99.1	Pricing Press Release dated December 9, 2015.

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99.2

Closing Press Release dated December 14, 2015.

**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.

**CYRUSONE INC.**

Date: December 14, 2015

By:

/s/ Robert M. Jackson  
Robert M. Jackson  
Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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