

CyrusOne Inc.
Form 8-K/A
April 23, 2019

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

FORM 8-K/A

AMENDMENT NO. 2

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of Earliest Event Reported): August 24, 2018

CYRUSONE INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland 001-35789 46-0691837
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)
2101 Cedar Springs Road, Suite 900
Dallas, TX 75201
(Address of Principal Executive Office)
Registrant's telephone number, including area code: (972) 350-0060

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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.

EXPLANATORY NOTE

On August 30, 2018, CyrusOne Inc. (the "Company") filed a Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") (the "Original Filing") to report the closing of its acquisition of Zenium Topco Limited ("Zenium"). On November 1, 2018, the Company filed Amendment No. 1 on Form 8-K/A to amend the Original Filing to provide certain financial information relating to its previously reported acquisition of Zenium.

The Company is filing this Amendment No. 2 on Form 8-K/A ("Amendment No. 2") to include the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2018.

Except as expressly noted above, this Amendment No. 2 does not modify or update in any way disclosures made in the Original Filing.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

The following financial statements and pro forma financial information are being filed in connection with the acquisition of Zenium as required by Rule 3-14 and Article 11 of Regulation S-X. Zenium is an acquisition of real estate operations under Rule 3-14. Pursuant to relief granted to the Company by the staff of the SEC's Division of Corporation Finance, the Company is filing the historical and interim financial statements described below to satisfy the requirements of Rule 3-14 of Regulation S-X.

Zenium was not acquired from a related party. In assessing Zenium, the Company considered a variety of factors, including factors relating to sources of revenue and expenses. These factors included the existing lease profile of Zenium, location of Zenium's properties, the absence of existing workforces at Zenium, the types of services provided by Zenium, utility rates, maintenance expenses and anticipated capital investments. The Company anticipates pursuing additional development opportunities at Zenium, which could result in increased expenses and revenues. Changes in these factors or other factors described in the historical financial statements and pro forma financial information filed herewith may cause future operating results to differ from the historical and pro forma operating results presented; however, after reasonable inquiry, the Company is not aware of any material factors relating to Zenium, other than the factors disclosed herein or in the financial statements filed herewith, that would cause the reported financial information not to be necessarily indicative of future operating results.

Safe Harbor

This report contains forward-looking statements regarding future events and the Company's future results that are subject to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which the Company operates and the beliefs and assumptions of its management. Words such as "expects," "anticipates," "predicts," "projects," "intends," "plans," "believes," "seeks," "estimates," "continues," "endeavors," "strives," "may," variations of such words and expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of the Company's future financial performance, its anticipated growth and trends in its businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned these forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause the Company's actual results to differ materially and adversely from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in other documents the Company files with the SEC. More information on potential risks and uncertainties is available in the Company's recent filings with the SEC, including the Company's Form 10-K report, Form 10-Q reports and Form 8-K reports. Actual results may differ materially and adversely from those expressed in

any forward-looking statements. The Company undertakes no obligation to revise or update any forward-looking statements for any reason.

(a) Historical Audited Financial Statements of Zenium

Independent Auditor's Report to the directors of Zenium Topco Limited
Historical Audited Consolidated Statement of Financial Position as at December 31, 2017 and Consolidated
Statements of Comprehensive Income, Changes in Equity and Cash Flows for the year ended December 31, 2017
Notes to Historical Audited Consolidated Financial Statements for the year ended December 31, 2017

(b) Unaudited Interim Condensed Consolidated Financial Statements of Zenium

Unaudited Interim Condensed Consolidated Statement of Financial Position as at June 30, 2018 and Condensed Consolidated Statements of Comprehensive Income, Changes in Equity and Cash Flows for the six months ended June 30, 2018 and 2017.

Notes to Unaudited Interim Condensed Consolidated Financial Statements for the six months ended June 30, 2018 and 2017

(c) Unaudited Pro Forma Financial Information of CyrusOne Inc. and Subsidiaries

Unaudited Pro Forma Condensed Combined Statements of Operations for the year ended December 31, 2018

Notes to Unaudited Pro Forma Condensed Combined Financial Information for the year ended December 31, 2018

(d) Exhibits

| Exhibit No. | Description |
|---------------|--|
| <u>23.1</u> * | <u>Consent of PricewaterhouseCoopers LLP (incorporated by reference to Exhibit 23.1 to the Company's Current Report on Form 8-K/A filed on November 1, 2018)</u> |
| <u>99.1</u> * | <u>Historical Audited Financial Statements of Zenium Topco Limited (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K/A filed on November 1, 2018)</u> |
| <u>99.2</u> * | <u>Unaudited Interim Financial Statements of Zenium Topco Limited (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K/A filed on November 1, 2018)</u> |
| <u>99.3</u> | <u>Unaudited Pro Forma Financial Information of CyrusOne Inc. and Subsidiaries for the year ended December 31, 2018</u> * Previously filed. |

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: April 22, 2019 By: /s/ Mark E. Skomal

Mark E. Skomal

Senior Vice President and Chief Accounting Officer