CyrusOne Inc. Form 4 February 03, 2016

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

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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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

1(b).

(Last)

(City)

Stock (2)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rai Amitabh

(First)

(State)

02/01/2016

2. Issuer Name and Ticker or Trading Symbol

CyrusOne Inc. [CONE]

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2016

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner Other (specify

X_ Officer (give title below) SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

C/O CYRUSONE, 1649 W. FRANKFORD RD.

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

CARROLLTON, TX 75007

		Tube 1 Tron Berrautre Securities required, Disposed 61, of Beneficiary 6 whea									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or				Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)			
					()		Reported				
				(A)		Transaction(s)					
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock (1)	02/01/2016		A	1,031	A	\$0	7,538	D			
Common	02/01/2016			(070		Φ.Λ	12 (16	D			

6,078

A

\$0

A

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

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13,616

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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. Transactic 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 I 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 36.99	02/01/2016		A	7,153	(3)	02/01/2026	Common Stock	7,153	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rai Amitabh C/O CYRUSONE 1649 W. FRANKFORD RD. CARROLLTON, TX 75007

SVP & Chief Accounting Officer

De Sec

Signatures

Robert M. Jackson, as Attorney-in-fact

02/03/2016

**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).

Represents shares of time-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The shares under the award shall initially be subject to transfer and forfeiture restrictions set forth in the award agreement, and the number of such shares will

(1) become free of such restrictions in cumulative installments on February 1, 2017, February 1, 2018 and February 1, 2019. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.

Represents shares of performance-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The amount reported represents the maximum number of shares that can vest under the award. The target number of shares that can vest under the award is fifty percent (50%) of the maximum number of shares. The shares under the award shall initially be subject to transfer and forfeiture restrictions and subject in each case to the applicable performance criteria set forth in the award agreement. (i) up to 33% and

forfeiture restrictions and, subject in each case to the applicable performance criteria set forth in the award agreement, (i) up to 33% and 66% of the target number of such shares will become free of such restrictions in cumulative installments on February 28, 2017 and February 28, 2018 respectively, and (ii) up to the maximum number of such shares that have not previously vested will become free of such restrictions on February 28, 2019. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.

(3)

Reporting Owners 2

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Represents stock options granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The stock options shall vest and become exercisable in approximately equal installments on each of February 1, 2017, February 1, 2018 and February 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.