

QTS Realty Trust, Inc.  
Form SC 13D/A  
November 12, 2015

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)

QTS Realty Trust, Inc.  
(Name of Issuer)

Class A Common Stock, par value \$0.01  
(Title of Class of Securities)

74736A103  
(CUSIP Number)

Thomas J. Murphy  
c/o General Atlantic Service Company, LLC  
55 East 52nd Street,  
32nd Floor  
New York, NY 10055  
(212) 715-4000

November 10, 2015  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box [  ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 74736A103 SCHEDULE 13D Page 2 of 17

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GA QTS Interholdco, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

4,240,145

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

4,240,145

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,240,145

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.3%

14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 74736A103 SCHEDULE 13D Page 3 of 17

1 NAME OF REPORTING PERSON OR  
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General Atlantic LLC

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CUSIP No. 74736A103 SCHEDULE 13D Page 4 of 17

1 NAME OF REPORTING PERSON OR  
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General Atlantic GenPar, L.P.

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PN

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1 NAME OF REPORTING PERSON OR  
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General Atlantic Partners 85, L.P.

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CUSIP No. 74736A103 SCHEDULE 13D Page 6 of 17

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General Atlantic Partners 93, L.P.

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CUSIP No. 74736A103 SCHEDULE 13D Page 7 of 17

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
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14 TYPE OF REPORTING PERSON

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CUSIP No. 74736A103 SCHEDULE 13D Page 8 of 17

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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Delaware

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-0-

NUMBER OF  
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14 TYPE OF REPORTING PERSON

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CUSIP No. 74736A103 SCHEDULE 13D Page 9 of 17

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments CDA, L.P.

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(a)   
(b)

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Delaware

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CUSIP No. 74736A103 SCHEDULE 13D Page 10 of 17

1 NAME OF REPORTING PERSON OR  
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GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

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BENEFICIALLY  
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CUSIP No. 74736A103 SCHEDULE 13D Page 11 of 17

1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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CUSIP No. 74736A103 SCHEDULE 13D Page 12 of 17

Item 1. Security and Issuer.

This Amendment No. 4 to the Schedule 13D (as so amended, the “Statement”) is being filed by the undersigned to amend the Statement as originally filed with the SEC on October 23, 2013 and as amended by Amendment No. 1 thereto filed on March 4, 2015, Amendment No. 2 thereto filed on June 9, 2015 and Amendment No. 3 thereto filed on August 17, 2015. This Statement relates to the Class A Common Stock, par value \$0.01 per share (the “Class A Common Stock”), of QTS Realty Trust, Inc., a Maryland corporation (the “Company”), and is being filed to amend the Statement as set forth below. Capitalized terms used and not defined in this Amendment No. 4 shall have the meanings ascribed to them in the Statement as previously amended. The principal executive offices of the Company are located at 12851 Foster Street, Overland Park, Kansas 66213.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

No material change.

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Item 4. Purpose of Transaction.

No material change.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and replaced with the following:

(a) As of the date hereof, GA QTS Interholdco owns of record 4,240,145 shares of Class A Common Stock. Such 4,240,145 shares of Class A Common Stock represent 10.3% of the outstanding Class A Common Stock (based on a total of 41,019,436 shares of Class A Common Stock outstanding, as of November 3, 2015, as disclosed in the Company's Quarterly Report on Form 10-Q filed on November 6, 2015). Each of the Reporting Persons other than GA QTS Interholdco owns of record no shares of Class A Common Stock.

By virtue of the fact that (i) the GA Funds hold all of the interests of GA QTS Interholdco, (ii) GenPar is the general partner of GAP 85 and GAP 93, (iii) GA LLC is the general partner of GenPar and GAPCO CDA and the managing member of GAPCO III and GAPCO IV, (iv) GmbH Management is the general partner of KG, and (v) the GA Managing Directors may be deemed to share voting and dispositive power with respect to shares and interests held by the GA Funds, and voting and disposition decisions with respect to interests held by the GA Funds are made by a portfolio committee of GA LLC comprising certain of the GA Managing Directors and officers of GA LLC, the Reporting Persons may be deemed to beneficially own, in the aggregate, 4,240,145 shares of the Class A Common Stock, representing approximately 10.3% of the issued and outstanding Class A Common Stock.

(b) Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 4,240,145 shares of Class A Common Stock that may be deemed to be owned beneficially by each of them.

(c) Except as previously disclosed or as set forth below or otherwise herein, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Class A Common Stock during the past 60 days.

On September 15, 2015, GA QTS Interholdco sold 261,000 shares of Class A Common Stock at a price per share of \$41.00, in accordance with an underwriter's option pursuant to an underwriting agreement, dated August 11, 2015, by and among the Company, QualityTech LP, GA QTS Interholdco and Deutsche Bank Securities Inc., as underwriter (the "Underwriting Agreement"). The Underwriting Agreement contains customary representations, covenants and indemnification provisions.

On November 10, 2015, GA QTS Interholdco sold 1,690,000 shares of Class A Common Stock at a price per share of \$41.45, in accordance with Rule 144 under the Securities Act of 1933, as amended.

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock owned by any member of the group.

(e) Not applicable.





Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Issuer.

No material change.

Item 7. Materials to be Filed as Exhibits.

Underwriting Agreement, dated as of August 11, 2015, by and among QTS Realty Trust, Inc., QualityTech, Exhibit LP, GA QTS Interholdco, LLC and Deutsche Bank Securities Inc., as underwriter (incorporated by reference 8: from Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 14, 2015).

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: November 12, 2015.

GA QTS INTERHOLDCO,  
LLC

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC  
GENPAR, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

CUSIP No. 74736A103 SCHEDULE 13D Page 16 of 17

GENERAL ATLANTIC  
PARTNERS 85, L.P.

By: General Atlantic GenPar,  
L.P.,  
Its general partner

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC  
PARTNERS 93, L.P.

By: General Atlantic GenPar,  
L.P.,  
Its general partner

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

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CUSIP No. 74736A103 SCHEDULE 13D Page 17 of 17

GAP COINVESTMENTS III,  
LLC

By: General Atlantic LLC,  
Its managing member

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAP COINVESTMENTS IV,  
LLC

By: General Atlantic LLC,  
Its managing member

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAP COINVESTMENTS  
CDA, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAPCO GMBH & CO. KG

By: GAPCO Management  
GmbH,  
Its general partner

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

GAPCO MANAGEMENT  
GMBH

By: /s/ Thomas J. Murphy  
Name: Thomas J. Murphy  
Title: Managing Director

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