

CyrusOne Inc.  
Form 8-K  
June 25, 2014

**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: **June 25, 2014**

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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.)

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**1649 West Frankford Road**

**Carrollton, TX 75007**

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

On June 25, 2014, CyrusOne Inc., a Maryland corporation (the Company ), completed its previously announced public offering (the Offering ) of 15,985,000 shares of its common stock, par value \$0.01 per share (the Common Stock ).

In connection with the Offering, on June 19, 2014, the Company, CyrusOne GP, a Maryland statutory trust (the General Partner ) and CyrusOne LP, a Maryland limited partnership (the Operating Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters specified therein (the Underwriters ), pursuant to which the Company agreed to sell to the Underwriters 15,985,000 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 June 25, 2014, the Company issued a press release announcing the closing of the Offering. A copy of the press release is furnished herewith as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated June 19, 2014, by and among CyrusOne Inc., CyrusOne GP, CyrusOne LP and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters specified therein.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included as part of Exhibit 5.1).
99.1	Press Release dated June 25, 2014.

**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: June 25, 2014

By:

/s/ Thomas W. Bosse  
Thomas W. Bosse  
Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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