

Digital Realty Trust, Inc.
Form 8-K
February 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 8, 2005

DIGITAL REALTY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

001-32336
(Commission File Number)

26-0081711
(I.R.S. Employer

Identification Number)

2730 Sand Hill Road, Suite 280

Menlo Park, California
(Address of principal executive offices)

94025
(Zip Code)

(650) 233-3600

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K 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 February 9, 2005, Digital Realty Trust, Inc. (the *Company*), the general partner of Digital Realty Trust, L.P. (the *Operating Partnership*), entered into the Second Amended and Restated Agreement of Limited Partnership of Digital Realty Trust, L.P. (as so amended, the *Partnership Agreement*). The Partnership Agreement was entered into in connection with the issuance by the Operating Partnership to the Company of 4,140,000 series A preferred units in the Operating Partnership (the *Preferred Units*). The Preferred Units have substantially similar rights, preferences and other privileges as the 4,140,000 shares of 8.50% Series A Cumulative Redeemable Preferred Stock (the *Series A Preferred Stock*) issued on February 9, 2005 by the Company pursuant to a registration statement, as amended (File No. 333-122099), originally filed with the Securities and Exchange Commission on January 18, 2005. The Partnership Agreement is attached hereto as Exhibit 10.2 and is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 8, 2005, the Company filed with the State Department of Assessments and Taxation of the State of Maryland an articles supplementary to its charter (the *Articles Supplementary*). The Articles Supplementary classified 4,140,000 unissued shares of Company preferred stock, par value \$0.01 per share, as 8.50% Series A Cumulative Redeemable Preferred Stock. The 4,140,000 shares of Series A Preferred Stock have the preferences and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption as set forth in the Articles Supplementary. The Articles Supplementary are attached hereto as Exhibit 3.3 and are incorporated by reference herein.

Item 8.01 Other Events

On February 9, 2005, Digital Realty Trust, Inc. completed the offering of its 8.50% Series A Cumulative Redeemable Preferred Stock. Citigroup and UBS Investment Bank, on behalf of the underwriters of the offering, exercised their over-allotment option to purchase an additional 540,000 shares of Series A Preferred Stock. Including the exercise of the underwriters' over-allotment option, the Company issued a total of 4,140,000 shares of Series A Preferred Stock generating gross proceeds of \$103.5 million. A copy of the press release announcing the completion of the offering is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------------------------------------------------------------|
| 3.3 | Articles Supplementary of Digital Realty Trust, Inc. |
| 10.2 | Second Amended and Restated Agreement of Limited Partnership of Digital Realty Trust, L.P. |
| 99.1 | Press Release. |

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.

Digital Realty Trust, Inc.

By: /s/ Michael F. Foust

Michael F. Foust
Chief Executive Officer

Date: February 14, 2005

Exhibits

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|--------------------|--------------------------------------------------------------------------------------------|
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| 99.1 | Press Release. |