

American Realty Capital Trust, Inc.

Form 4

January 24, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE  
AMERICAS, 29TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
American Realty Capital Trust, Inc.  
[ARCT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/22/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/22/2013		J <sup>(1)</sup>		5,626,408	D	<u>(1)</u>	0	D	<u>(2)</u> <u>(7)</u> <u>(8)</u>
Common Stock	01/22/2013		J <sup>(1)</sup>		1,820,004	D	<u>(1)</u>	0	D	<u>(3)</u> <u>(7)</u> <u>(8)</u>
Common Stock	01/22/2013		J <sup>(1)</sup>		7,703,397	D	<u>(1)</u>	0	D	<u>(4)</u> <u>(7)</u> <u>(8)</u>
Common Stock	01/22/2013		J <sup>(1)</sup>		666,490	D	<u>(1)</u>	0	D	<u>(5)</u> <u>(7)</u> <u>(8)</u>
Common Stock	01/22/2013		J <sup>(1)</sup>		753,458	D	<u>(1)</u>	0	I	See <u>(6)</u> <u>(7)</u> <u>(8)</u>

# Edgar Filing: American Realty Capital Trust, Inc. - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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. Transaction 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036	X
LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000	X
Luxor Capital Partners, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036	X
Luxor Wavefront, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036	X
LUXOR SPECTRUM OFFSHORE LTD C/O MAPLES CORPORATE SERVICES LTD P.O. BOX 309 GT	X

GEORGE TOWN, E9 KY1-1104

## Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

01/24/2013

\_\_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).

Reflects a disposition of securities pursuant to the Agreement and Plan of Merger dated as of September 6, 2012 by and among the issuer, Tau Acquisition LLC ("Merger Sub"), a wholly owned subsidiary of Realty Income Corporation ("Realty"), and Realty, as amended (the "Merger"). Pursuant to the terms of the Merger, the issuer merged with and into Merger Sub, with Merger Sub surviving as a wholly

(1) owned subsidiary of Realty. Pursuant to the terms of the Merger, each share of common stock issued and outstanding immediately prior to the effective time of the Merger was converted into the right to receive a combination of (i) \$0.35 in cash, (ii) 0.2874 of a share of common stock, par value \$0.01 per share, of Realty, and (iii) cash payable in lieu of any fractional shares of Realty. The Merger became effective on January 22, 2013.

(2) Reflects the securities of the issuer owned directly by Luxor Capital Partners, LP (the "Onshore Fund").

(3) Reflects the securities of the issuer owned directly by Luxor Wavefront, LP (the "Wavefront Fund").

(4) Reflects the securities of the issuer owned directly by Luxor Capital Partners Offshore Master Fund, LP (the "Offshore Master Fund"). The Offshore Master Fund is a subsidiary of Luxor Capital Partners Offshore, Ltd. (the "Offshore Feeder Fund").

(5) Reflects the securities of the issuer owned directly by Luxor Spectrum Offshore Master Fund, LP (the "Spectrum Offshore Master Fund"). The Spectrum Offshore Master Fund is a subsidiary of Luxor Spectrum Offshore, Ltd. (the "Spectrum Offshore Feeder Fund").

(6) Reflects the securities of the issuer held in accounts managed separately (the "Separately Managed Accounts") by Luxor Capital Group, LP ("Luxor Capital Group").

Luxor Capital Group acts as the investment manager of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Offshore Feeder Fund, the Spectrum Offshore Master Fund and the Spectrum Offshore Feeder Fund (collectively, the "Luxor Funds") and the

(7) Separately Managed Accounts. Luxor Management, LLC ("Luxor Management") is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. LCG Holdings, LLC ("LCG Holdings") is the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Offshore Spectrum Master Fund. Mr. Leone is the managing member of LCG Holdings.

Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to indirectly beneficially own the shares of common stock held by the Luxor Funds and the Separately Managed Accounts. LCG Holdings may be deemed to indirectly beneficially own the shares

(8) of common stock held by the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Offshore Master Fund. For purposes of this Form 4, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone each disclaims beneficial ownership of the shares of common stock owned by the Luxor Funds and the Separately Managed Accounts, except to the extent of their or his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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