

COLUMBIA PROPERTY TRUST, INC.

Form 424B5

March 09, 2015

Table of Contents

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933 but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

FILED PURSUANT TO RULE 424(B)(5)
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Subject to completion, dated March 9, 2015

Preliminary prospectus supplement

(To prospectus dated September 15, 2014)

\$

Columbia Property Trust Operating Partnership, L.P.

% Senior Notes due 20

guaranteed by Columbia Property Trust, Inc.

Interest payable and

Columbia Property Trust Operating Partnership, L.P. (the Operating Partnership), the primary operating subsidiary of Columbia Property Trust, Inc. (the REIT), is offering \$ aggregate principal amount of % Senior Notes due , 20 . The Operating Partnership will pay interest on the notes semi-annually in arrears on and of each year, beginning on , 2015. The notes will mature on , 20 . The Operating Partnership may redeem some or all of the notes at any time at the prices described under Description of notes Optional redemption in this prospectus supplement.

The notes will be senior unsecured obligations of the Operating Partnership and will rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and will be effectively subordinated in right of payment to all of the Operating Partnership's existing and future mortgage indebtedness and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness) and to all existing and future indebtedness and other liabilities of the Operating Partnership's subsidiaries, whether secured or unsecured.

The REIT will fully and unconditionally guarantee the payment of principal and interest on the notes. The guarantee will be a senior unsecured obligation of the REIT and rank equally with all other senior unsecured obligations of the REIT and will be effectively subordinated in right of payment to all of its existing and future mortgage indebtedness and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness) and to all existing and future indebtedness and other liabilities of the REIT's and the Operating Partnership's subsidiaries, whether secured or unsecured.

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The notes are a new issue of securities with no established trading market. The Operating Partnership does not intend to apply for listing of the notes on any securities exchange or for quotation of the notes on any automated dealer quotation system.

Investing in the notes involves risks. You should consider carefully the risks set forth in Risk factors beginning on page S-6 of this prospectus supplement, as well as those included in the REIT's Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated herein by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per note	Total
Price to public(1)	%	\$
Underwriting discount	%	\$
Proceeds to the Operating Partnership (before expenses)(1)	%	\$

(1) Plus accrued interest, if any, from March , 2015, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about March , 2015.

Joint Book-Running Managers

J.P. Morgan

March , 2015

Morgan Stanley

Wells Fargo Securities

Table of Contents

Table of Contents

Prospectus Supplement

	Page
<u>About this prospectus supplement</u>	S-ii
<u>Forward-looking statements</u>	S-ii
<u>Summary</u>	S-1
<u>The Offering</u>	S-3
<u>Risk factors</u>	S-6
<u>Use of proceeds</u>	S-10
<u>Capitalization</u>	S-11
<u>Ratio of earnings to fixed charges</u>	S-12
<u>Description of notes</u>	S-13
<u>Material U.S. federal income tax consequences</u>	S-34
<u>Underwriting (Conflicts of interest)</u>	S-38
<u>Legal matters</u>	S-40
<u>Experts</u>	S-40
<u>Where you can find more information</u>	S-40
<u>Incorporation by reference</u>	S-41

Prospectus

	Page
<u>About this prospectus</u>	ii
<u>Columbia Property Trust, Inc. and Columbia Property Trust Operating Partnership, L.P.</u>	ii
<u>Where you can find more information</u>	iii
<u>Incorporation of Certain Information by Reference</u>	iii
<u>Cautionary note regarding forward-looking statements</u>	iv
<u>Risk Factors</u>	1
<u>Use of proceeds</u>	2
<u>Ratios of earnings to fixed charges and to fixed charges and preferred stock dividends</u>	3
<u>Description of debt securities</u>	4
<u>Description of Warrants of Columbia Property Trust, Inc.</u>	11
<u>Description of Depository Shares of Columbia Property Trust, Inc.</u>	12
<u>Description of Columbia Property Trust, Inc. Capital Stock</u>	13
<u>Certain Provisions of Maryland Law and Columbia Property Trust, Inc.'s Charter and Bylaws</u>	21
<u>Book-Entry Procedures and Settlement</u>	24
<u>Federal Income Tax Considerations</u>	25
<u>Plan of distribution</u>	43
<u>Legal matters</u>	44

Table of Contents

About this prospectus supplement

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined. This prospectus supplement may add to, update or change information in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement or the accompanying prospectus.

If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. This prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference include important information about us, the notes being offered and other information you should know before investing in our notes.

We have not, and the underwriters have not, authorized anyone to provide you with information that is in addition to or different from that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus. Neither we nor the underwriters take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, offering to sell these notes in any state or jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any related free writing prospectus is accurate as of any date other than the date of the respective document. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

Columbia Property Trust Operating Partnership, L.P., referred to herein as the Operating Partnership, is a Delaware limited partnership, and Columbia Property Trust, Inc., referred to herein as the REIT or the guarantor, is a Maryland corporation and the sole general partner of the Operating Partnership. In this prospectus supplement and the accompanying prospectus, unless expressly stated or the context otherwise requires, references to Columbia Property Trust, we, us and our refer, collectively, to Columbia Property Trust, Inc. and its consolidated subsidiaries, including Columbia Property Trust Operating Partnership, L.P.; the Company refers only to Columbia Property Trust, Inc. and not to any of its subsidiaries or affiliates; and the Operating Partnership refers only to Columbia Property Trust Operating Partnership, L.P. and not to its parent or subsidiaries or affiliates.

Forward-looking statements

Certain statements made in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein may constitute forward-looking statements within the meaning of the federal securities laws. Statements regarding future events and developments and our future performance, as well as management's expectations, beliefs, plans, estimates, or projections relating to the future, are forward-looking statements within the meaning of these laws. Such statements include, in particular, statements about our plans, strategies, and prospects and are subject to certain risks and uncertainties, including known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of our performance in future periods. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as may, will, expect, intend, anticipate, estimate, believe, continue, or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. We make no representations or warranties (express or

Table of Contents

implied) about the accuracy of any such forward-looking statements, and we do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Any such forward-looking statements are subject to risks, uncertainties, and other factors and are based on a number of assumptions involving judgments with respect to, among other things, future economic, competitive, and market conditions, all of which are difficult or impossible to predict accurately. To the extent that our assumptions differ from actual conditions, our ability to accurately anticipate results expressed in such forward-looking statements, including our ability to generate positive cash flow from operations, make distributions to stockholders, and maintain the value of our real estate properties, may be significantly hindered. The forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

our ability to find suitable investments and achieve our investment objectives and returns on investment;

the impact of economic conditions on the creditworthiness of our tenants and possible declines in occupancy and market rental rates;

the effect of changes in general economic conditions and regulatory matters germane to the real estate industry on our operating results and the value of our real estate properties;

our dependence on tenants for our revenue, and the negative effect of lease defaults or terminations on our financial condition, results of operations and ability to make distributions;

the performance of future acquisitions and required renovation costs in connection therewith;

our ability to sell a property when we plan to do so;

the impact of uninsured losses relating to real property or excessively expensive premiums for insurance coverage on our net income, business or financial condition;

our ability to fund the future capital needs of our properties;

potential development and construction risks and delays that could result in increased costs;

our level of mortgage and other indebtedness, including future increases in interest rates and our ability to finance or refinance properties;

limitations due to restrictive covenants under our debt instruments;

a downgrade in the credit rating of our debt;

litigation that we may be subject to;

our ability to maintain effective disclosure controls and internal control over financial reporting;

the costs of complying with governmental laws and regulations;

liabilities arising from previously undetected environmental conditions;

defaults by the purchasers in seller-financing transactions;

our dependence on our executive officers and employees;

a breach of our privacy or information security systems;

S-iii

Table of Contents

our failure to qualify as a REIT; and

other factors, including the risk factors discussed under Item 1A of the REIT's Annual Report on Form 10-K for the year ended December 31, 2014, which has been incorporated into this prospectus supplement by reference.

S-iv

Table of Contents

Summary

This summary is not complete and does not contain all of the information that you should consider before investing in the notes. You should read the entire prospectus supplement and the accompanying prospectus, including Risk factors, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and related notes.

Columbia Property Trust, Inc. and Columbia Property Trust Operating Partnership, L.P.

Columbia Property Trust, Inc. is a Maryland corporation that operates in a manner so as to qualify as a real estate investment trust for federal income tax purposes and owns and operates commercial real estate properties. The Company was incorporated in 2003, commenced operations in 2004, and listed its common stock on the New York Stock Exchange in 2013. The Company conducts its business primarily through Columbia Property Trust Operating Partnership, L.P., a Delaware limited partnership, or the Operating Partnership. The Company is the sole general partner of the Operating Partnership and possesses full legal control and authority over its operations. The Operating Partnership is directly and indirectly 100% owned by the Company. The Operating Partnership acquires, develops, owns, leases and operates real properties directly, through wholly-owned subsidiaries and through joint ventures.

We typically invest in high-quality, income-generating office properties. As of January 31, 2015, we owned interests in 38 office properties and one hotel, which includes 55 operational buildings, comprising approximately 16.6 million square feet of commercial space located in 15 U.S. metropolitan statistical areas. Of these office properties, 37 are wholly owned and one is owned through a consolidated subsidiary. As of December 31, 2014, our office properties were approximately 93.3% leased.

Our principal executive offices are located at One Glenlake Parkway, Suite 1200, Atlanta, Georgia 30328. Our main telephone number is (404) 465-2200. Our website is <http://www.columbiapropertytrust.com>. Information contained on our website is not a part of this prospectus supplement or the accompanying prospectus.

Recent developments

As previously disclosed, in January 2015, we acquired the 116 Huntington Avenue Building in Boston, Massachusetts, for \$152.0 million, and a portfolio of two assets, containing the 315 Park Avenue South Building in New York City, New York, and the 1881 Campus Commons Building in Reston, Virginia, for \$436.0 million. After giving effect to these acquisitions, our portfolio is approximately 93% leased, with 61% of our portfolio located in central business districts and 72% having multi-tenant leases, based on annualized lease revenue as of December 31, 2014 adjusted for these transactions.

We are also targeting the disposition of the following 14 assets during 2015:

1580 West Nursery Road in Baltimore, Maryland;

550 King Street and Robbins Road in Boston, Massachusetts;

215 Diehl Road, 263 Shuman Boulevard, 544 Lakeview, Axiom, Bannockburn Lake III, The Corridors III and Highland Landmark in Chicago, Illinois;

800 North Frederick in suburban Maryland;

Table of Contents

1881 Campus Commons in suburban Washington D.C.; and

170 Park Avenue and 180 Park Avenue in North New Jersey.

In addition, Brian Berry has resigned from his position of senior vice president - Eastern Region. The responsibilities for the Company's primary assets in the Eastern region are being allocated to the Company's real estate leadership team under the oversight of Nelson Mills, president and chief executive officer. The company remains committed to supporting its regionalized asset management platform.

S-2

Table of Contents

The offering

The following is a brief summary of certain terms of the notes and is not intended to be complete. For a more complete description of the terms of the notes, please refer to the section entitled "Description of notes" in this prospectus supplement.

Issuer	Columbia Property Trust Operating Partnership, L.P.
Notes Offered	\$ aggregate principal amount of % Senior Notes due 20 .
Maturity	The notes will mature on , 20 , unless earlier redeemed.
Interest	The notes will bear interest at a rate of % per year, accruing from , 2015. Interest on the notes will be payable semi-annually in arrears on and of each year, beginning , 2015.
Ranking of Notes	<p>The notes will be the Operating Partnership's senior unsecured obligations and will rank equally in right of payment with all of its other existing and future senior unsecured indebtedness. The notes will be effectively subordinated in right of payment to:</p> <p style="padding-left: 40px;">all of the Operating Partnership's existing and future mortgage indebtedness and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness); and</p> <p style="padding-left: 40px;">all existing and future indebtedness and other liabilities, whether secured or unsecured, of the Operating Partnership's subsidiaries.</p>
Guarantee	<p>The notes will be fully and unconditionally guaranteed initially only by the REIT, which is the only guarantor of the Operating Partnership's term loan facility and its outstanding 5.875% senior notes due 2018. The REIT's guarantee will be a senior unsecured obligation of the REIT and will rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and guarantees. The REIT's guarantee of the notes will be effectively subordinated in right of payment to:</p> <p style="padding-left: 40px;">all existing and future secured indebtedness and secured guarantees of the REIT (to the extent of the value of the collateral securing such indebtedness and guarantees); and</p> <p style="padding-left: 40px;">all existing and future indebtedness and other liabilities, whether secured or unsecured, of the REIT's and the Operating Partnership's subsidiaries.</p> <p>If, at any time after the issuance of the notes, a subsidiary of the Operating Partnership or the REIT (including any future subsidiary) guarantees more than \$35 million of our indebtedness for money borrowed or more than \$35 million of the indebtedness for money borrowed of the Operating</p>

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Partnership s or the REIT s other subsidiaries, we or the REIT, as applicable, will cause such subsidiary to guarantee the notes by simultaneously executing and delivering a supplemental indenture in accordance with the indenture.

S-3

Table of Contents

As of December 31, 2014, the indebtedness and other liabilities of the subsidiaries of the REIT (other than the Operating Partnership) and the subsidiaries of the Operating Partnership were approximately \$980.9 million (excluding intercompany indebtedness and liabilities). Such subsidiaries generated 100% of the REIT's consolidated total revenues for the year ended December 31, 2014. The assets of such subsidiaries represented 100% of the REIT's total consolidated assets as of December 31, 2014.

Optional Redemption

The Operating Partnership may, at its option, redeem the notes, in whole at any time or in part from time to time, in each case prior to [redacted], 20 [redacted] ([redacted] months prior to the stated maturity date of the notes), at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed and (ii) a make-whole amount, plus, in each case, unpaid interest, if any, accrued to, but not including, the date of redemption. In addition, at any time on or after [redacted], 20 [redacted] ([redacted] months prior to the stated maturity date of the notes), the Operating Partnership may, at its option, redeem the notes, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus unpaid interest, if any, accrued to, but not including, the date of redemption. See Description of notes Optional redemption.

Certain Covenants

The indenture governing the notes contains various covenants, including covenants with respect to limitations on the incurrence of debt. These covenants are subject to a number of important qualifications and exceptions. For additional information, see Description of notes Certain covenants.

Form and Denomination

The notes will be issued in the form of one or more fully registered global securities, without coupons, in denominations of \$2,000 in principal amount and integral multiples of \$1,000 in excess thereof. These global notes will be deposited with the trustee as custodian for, and registered in the name of, a nominee of The Depository Trust Company, or DTC. Except in the limited circumstances described under Description of notes Book-entry settlement and clearance [redacted], notes in certificated form will not be issued or exchanged for interests in global securities.

Use of Proceeds

We expect that the net proceeds from this offering will be approximately \$ [redacted] million, after deducting the underwriting discount and the estimated expenses of this offering. We intend to use the net proceeds from this offering to repay our \$300 million unsecured term loan (the Bridge Loan [redacted]) and for general corporate purposes. See Use of proceeds.

Further Issuances

The Operating Partnership may issue additional notes of a series having the same terms and conditions as the notes offered by this prospectus supplement in all respects, except for any difference in the issue date, price to the public, interest accrued prior to the issue date of the additional notes, and, if applicable, any difference in the first interest payment date. Additional notes issued in this manner will be consolidated with and will form a single series with the previously outstanding notes.

Table of Contents

No Trading Market

The notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the notes on any securities exchange or for quotation of the notes on any automated dealer quotation system. The underwriters have advised us that they intend to make a market in the notes, but they are not obligated to do so and may discontinue market-making at any time without notice. See **Underwriting** in this prospectus supplement for more information about possible market-making by the underwriters.

Trustee

U.S. Bank National Association

Governing Law

State of New York.

Risk Factors

You should carefully consider all of the information in this prospectus supplement and the accompanying prospectus and the documents incorporated herein by reference. In particular, you should evaluate the information set forth under **Forward-looking statements** and **Risk factors** in this prospectus supplement and **Item 1A. Risk Factors** in the REIT's Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference herein, before deciding whether to invest in the notes.

Conflicts of Interest

Affiliates of the underwriters are lenders under the Company's Bridge Loan and will receive more than 5% of the proceeds of the offering. Accordingly, this offering will be made in compliance with the applicable provisions of FINRA Rule 5121. See **Underwriting (Conflicts of interest)** **Conflicts of interest**.

Table of Contents

Risk factors

An investment in the notes offered pursuant to this prospectus supplement and the accompanying prospectus involves risks. The trading price of the notes could decline due to any of these risks, and you may lose all or part of your investment. Investors should carefully consider the following risk factors and the risk factors related to our business identified in the REIT's Annual Report on Form 10-K for the year ended December 31, 2014 and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus before acquiring any of the notes. The occurrence of any one or more of these risks could materially and adversely affect your investment in the notes.

Risks relating to the notes

We have and may continue to incur indebtedness which could adversely affect our financial condition and prevent us from fulfilling our obligations under the notes and our other indebtedness.

We have, and, after giving effect to the offering of the notes will continue to have, indebtedness which requires substantial interest payments. As of December 31, 2014, after giving effect to the offering of the notes, the Company and its subsidiaries have total indebtedness of \$ billion, including \$ million outstanding under the notes, \$249.2 million outstanding under the 5.875% senior notes due 2018 (net of approximately \$0.8 million of remaining initial issuance discount), \$980.9 million outstanding under mortgage loans with fixed interest rates (or with interest rates that are effectively fixed when considered in connection with an interest rate swap agreement), \$450.0 million outstanding under our term loan and \$0 million outstanding under our line of credit.

We may be able to incur substantial additional indebtedness in the future. Subject to certain exceptions, the terms of the indenture governing the notes will not prohibit us from doing so. Our current and future levels of indebtedness could have significant consequences. For example, it could:

make it more difficult for us to satisfy our obligations under the notes offered hereby, as well as under our other debt facilities, exposing us to the risk of default, which could result in a foreclosure on our assets, which, in turn, would negatively affect our ability to operate as a going concern;

require us to dedicate a substantial portion of our cash flow from operations to interest and principal payments on our indebtedness, reducing the availability of our cash flow for other purposes, such as capital expenditures, acquisitions, dividends and working capital;

limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;

increase our vulnerability to general adverse economic and industry conditions;

place us at a disadvantage compared to our competitors that have less debt;

expose us to fluctuations in the interest rate environment because the interest rates on a portion of our indebtedness are variable and are not subject to an interest rate swap agreements;

increase our cost of borrowing; and

limit our ability to borrow additional funds.

S-6

Table of Contents

The effective subordination of the notes may limit our ability to satisfy our obligations under the notes.

The notes will be the Operating Partnership's senior unsecured obligations and will rank equally in right of payment with all of its other existing and future senior unsecured indebtedness. The notes will be effectively subordinated in right of payment to:

all of the Operating Partnership's existing and future mortgage indebtedness and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness); and

all existing and future indebtedness and other liabilities, whether secured or unsecured, of the Operating Partnership's subsidiaries. Similarly, the REIT's guarantee of the notes will be its senior unsecured obligation and will rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and guarantees. The REIT's guarantee of the notes will be effectively subordinated in right of payment to:

all existing and future mortgage indebtedness and other secured indebtedness and secured guarantees of the REIT (to the extent of the value of the collateral securing such indebtedness and guarantees); and

all existing and future indebtedness and other liabilities, whether secured or unsecured, of the REIT's subsidiaries (other than the Operating Partnership).

In the event of the bankruptcy, liquidation, reorganization or other winding up of the Operating Partnership or the REIT, assets that secure any of their respective secured indebtedness and other secured obligations will be available to pay their respective obligations under the notes or the guarantee, as applicable, and their other respective unsecured indebtedness and other unsecured obligations only after all of their respective indebtedness and other obligations secured by those assets have been repaid in full, and we caution you that there may not be sufficient assets remaining to pay amounts due on any or all of the notes or the guarantee, as the case may be, then outstanding. In the event of the bankruptcy, liquidation, reorganization or other winding up of any subsidiaries of the Operating Partnership or the REIT, the rights of holders of indebtedness and other obligations of the Operating Partnership (including the notes) or the REIT (including the guarantee), as the case may be, will be subject to the prior claims of that subsidiary's creditors and of the holders of any indebtedness or other obligations guaranteed by that subsidiary, except to the extent that the Operating Partnership or the REIT is itself a creditor with recognized claims against that subsidiary, in which case those claims would still be effectively subordinated to all security interests in, and debt secured by mortgages or other liens on, the assets of that subsidiary (to the extent of the value of those assets) and would be subordinate to all indebtedness of that subsidiary senior to that held by the Operating Partnership or the REIT, as the case may be. Moreover, in the event of the bankruptcy, liquidation, reorganization or other winding up of any subsidiary of the Operating Partnership or the REIT, the rights of holders of indebtedness and other obligations of the Operating Partnership (including the notes) or the REIT (including the guarantee), as the case may be, will be effectively subordinated to any equity interests in that subsidiary held by persons other than the Operating Partnership or the REIT, as the case may be.

The REIT has no significant operations, other than as the Operating Partnership's general partner and through its other subsidiaries, does not directly own any real estate assets and does not own any other material assets, other than its investment in the Operating Partnership and its other direct subsidiaries.

The notes will be guaranteed by the REIT. However, the REIT has no significant operations, other than as general partner of the Operating Partnership and through its other subsidiaries, does not directly own any real estate assets and does not own any other material assets, other than its investment in the Operating

Table of Contents

Partnership and its other direct subsidiaries. Furthermore, the REIT's guarantee will be effectively subordinated in right of payment to:

all existing and future mortgage indebtedness and other secured indebtedness and secured guarantees of the REIT (to the extent of the value of the collateral securing such indebtedness or guarantees); and

all existing and future indebtedness and other liabilities, whether secured or unsecured, of the REIT's subsidiaries (other than the Operating Partnership).

As of December 31, 2014, the indebtedness and other liabilities of the subsidiaries of the REIT (other than the Operating Partnership) and the subsidiaries of the Operating Partnership were approximately \$980.9 million (excluding intercompany indebtedness and liabilities). Such subsidiaries generated 100% of the REIT's consolidated total revenues for the year ended December 31, 2014. The assets of such subsidiaries represented 100% of the REIT's total consolidated assets as of December 31, 2014.

We may be unable to generate the cash flow to service our debt obligations, including the notes.

We cannot assure you that our business will generate sufficient cash flow to enable us to service our indebtedness, including the notes, or to make anticipated capital expenditures. Our ability to pay our expenses and satisfy our debt obligations, refinance our debt obligations and fund planned capital expenditures will depend on our future performance, which will be affected by general economic, financial, competitive and other factors beyond our control. Based upon current levels of operations, we believe cash flow from operations and available cash will be adequate for the foreseeable future to meet our anticipated requirements for working capital, capital expenditures and scheduled payments of principal and interest on our indebtedness, including the notes. However, if we are unable to generate sufficient cash flow from operations or to borrow sufficient funds in the future to service our debt, we may be required to sell assets, reduce capital expenditures, refinance all or a portion of our existing debt (including the notes) or obtain additional financing. We cannot assure you that we will be able to refinance our debt, sell assets or borrow more money on terms acceptable to us, if at all.

An active trading market for the notes may not develop.

The notes are a new issue of securities with no established trading market, and we cannot assure you that an active trading market for the notes will develop or continue. If traded after their initial issuance, the notes may trade at a discount from their offering price, depending on prevailing interest rates, the market for similar securities, our performance and other factors. To the extent that an active trading market does not develop, the liquidity and trading prices for the notes may be harmed. The notes will not be listed on any securities exchange. We have been advised by the underwriters that they presently intend to make a market in the notes. However, the underwriters will not be obligated to do so. Any market-making activity, if initiated, may be discontinued at any time and without notice. If the underwriters cease to act as the market makers for the notes, we cannot assure you another firm or person will make a market in the notes. The liquidity of any market for the notes will depend upon, among other facts, the number of holders, our results of operations and financial condition, the market for similar securities and the interest of securities dealers in making a market in the notes.

The market price of the notes may be subject to fluctuations.

The market price of the notes will depend on many factors that may vary over time and some of which are beyond our control, including, among others, the following:

our financial performance;
the amount of our outstanding indebtedness;

Table of Contents

prevailing market interest rates;
the market for similar securities;
the ratings of the notes;
the size and liquidity of the market for the notes; and
general economic conditions.

As a result of these factors, you may be able to sell your notes only at prices below those you believe to be appropriate, including prices below the price you paid for them.

A downgrade in our credit rating could materially adversely affect our business and financial condition and the market value of the notes.

The credit ratings assigned to the notes and other debt securities of the Operating Partnership could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies, and we cannot assure you that any rating will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, these credit ratings are not recommendations to buy, sell or hold the notes or any other securities. Additionally, credit rating agencies evaluate the industry in which we operate as a whole and may change their credit rating for us based on their overall view of such industry. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs, which could in turn have a material adverse effect on our financial condition, liquidity and results of operations and our ability to satisfy our debt service obligations (including payments on the notes).

Holders of the notes will not be entitled to require us to redeem or repurchase the notes upon the occurrence of change of control or highly levered transactions or other designated events.

The indenture will not afford holders of the notes protection in the event of a change of control of the Operating Partnership or the REIT or a merger, consolidation, reorganization, restructuring or transfer or lease of all or substantially all of the Operating Partnership's or the REIT's assets or similar transactions that may adversely affect the holders of the notes. The Operating Partnership or the REIT may, in the future, enter into certain transactions, such as the sale of all or substantially all of the Operating Partnership's or the REIT's assets or a merger or consolidation that may increase the amount of the Operating Partnership's or the REIT's indebtedness or substantially change the Operating Partnership's or the REIT's assets, which may have a material adverse effect on the Operating Partnership's ability to service its indebtedness, including the notes, or on the REIT's ability to pay amounts due under its guarantees of the notes. Furthermore, the notes and the indenture will not include any provisions that would allow holders of the notes to require the Operating Partnership or the REIT to repurchase or redeem the notes in the event of a transaction of the nature described above.

Table of Contents

Use of proceeds

We expect that the net proceeds from this offering will be approximately \$ million, after deducting the underwriting discount and the estimated expenses of this offering. We intend to use the net proceeds from this offering to repay our outstanding \$300 Bridge Loan and for general corporate purposes.

The Bridge Loan bears interest at a rate of LIBOR plus 1.15% and is currently 1.29% and matures on July 6, 2015, with an option to extend for an additional six-month period subject to certain fees and the satisfaction of certain other conditions. Affiliates of J.P. Morgan Securities LLC, Morgan Stanley & Co, LLC and Wells Fargo Securities, LLC are lenders under our Bridge Loan and will receive a portion of the net proceeds from this offering through repayment. See Underwriting (Conflicts of interest) Conflicts of interest.

S-10

Table of Contents**Capitalization**

The following table sets forth our cash and cash equivalents and capitalization as of December 31, 2014 (i) on an actual basis, (ii) on an as adjusted basis to reflect the January acquisitions and (iii) on an as further adjusted basis to give effect to the offering of the notes and the use of proceeds therefrom. See Use of proceeds. This table should be read in conjunction with, and is qualified in its entirety by reference to, the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and related notes.

(Dollars in thousands)	Actual	As of December 31, 2014	
		As adjusted	As further adjusted
Cash and cash equivalents:	\$ 149,790	\$ 1,790	\$
Long-term debt:			
\$450 million term loan	450,000	450,000	450,000
2018 bonds payable, net of discount(1)	249,182	249,182	249,182
Mortgage notes	980,884	980,884	980,884
Notes offered hereby(2)			
Total long-term debt	1,680,066	1,680,066	
Short-term debt:			
Unsecured bridge loan		300,000	
Unsecured line of credit		140,000	(3)
Total short-term debt		440,000	
Total debt	1,680,066	2,120,066	
Total stockholders equity	2,733,478	2,733,478	2,733,478