

CyrusOne Inc.
Form 4
January 28, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CINCINNATI BELL INC

(Last) (First) (Middle)
221 EAST FOURTH STREET
(Street)
CINCINNATI, OH 48202
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CyrusOne Inc. [CONE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2013

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)
X Form filed by One Reporting Person
___ 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 | 01/24/2013 | | S | | 100 ⁽¹⁾ | D | \$ 10 0 |
| Common Stock | 01/24/2013 | | P | | 374,279 ⁽²⁾ | A | \$ 19 374,279 |
| Common Stock | 01/24/2013 | | C | | 1,515,721 | A | ⁽³⁾ 1,890,000 |

By Data Center Investments Holdco LLC ⁽⁴⁾

By Data Center Investments Holdco LLC ⁽⁴⁾

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Operating Partnership Units ⁽⁵⁾ | <u>(3)</u> | 01/24/2013 | | C | 1,515,721 ⁽⁶⁾ | <u>(3)</u> | <u>(7)</u> | Common Stock | 1,515,721 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CINCINNATI BELL INC 221 EAST FOURTH STREET CINCINNATI, OH 48202 | | | X | |

Signatures

/s/ Christopher J. Wilson
01/28/2013

 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).
- (1) Represents the initial capitalization of the Issuer upon its formation on July 31, 2012, which was repurchased by the Issuer upon the completion of its initial public offering of its Common Stock (as defined below) (the "IPO").
- (2) Represents shares of common stock, par value \$0.01 per share ("Common Stock") issued to Data Center Investments Holdco LLC, a wholly owned subsidiary of Cincinnati Bell Inc. ("DCIH"), in exchange for the satisfaction and discharge of intercompany indebtedness related to DCIH's incurrence of certain offering expenses on behalf on the Issuer in connection with the IPO.
- (3) Represents Operating Partnership Units (as defined below) redeemed by DCIH in exchange for an equivalent number of shares of Common Stock upon the completion of the IPO.
- (4) DCIH is the record holder of 1,890,000 shares of Common Stock (the "Controlled Stock"). Cincinnati Bell Inc. is the sole stockholder of Cincinnati Bell Technology Solutions Inc., which is the sole stockholder of Data Center Investments Inc., which is the sole member of DCIH. As a result, Cincinnati Bell Inc. exercises investment discretion and control over the Controlled Stock.

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- "Operating Partnership Units" are the common units of limited partnership interest in the Issuer's operating partnership, CyrusOne LP, a Maryland limited partnership. After the completion of the IPO, Operating Partnership Units will be redeemable beginning 12 months from the consummation of the IPO for cash equal to the then current market value of one share of Common Stock, or at the election of the Issuer, for shares of Common Stock on a one-for-one basis.
- (5)
 - (6) As adjusted to reflect the approximately 2.8-to-1 unit reverse split effected immediately prior to the closing of the IPO on January 24, 2013.
 - (7) The right to convert Operating Partnership Units into shares of Common Stock has no expiration date.

- DCIH and Data Centers South Holdings LLC are the record holders of 18,108,816.71 and 24,478,018.29 Operating Partnership Units, respectively (collectively, the "Controlled OP Units"). Cincinnati Bell Inc. is the sole stockholder of Cincinnati Bell Technology Solutions Inc., which is the sole stockholder of Data Center Investments Inc., which is the sole member of DCIH. Data Center Investments Inc. is also the sole stockholder of Data Centers South Inc., which is the sole member of Data Centers South Holdings LLC. As a result, Cincinnati Bell Inc. exercises investment discretion and control over the Controlled OP Units.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.