

Digital Realty Trust, Inc.
Form 8-K
September 15, 2011

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): September 15, 2011

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 No.)

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560 Mission Street, Suite 2900

San Francisco, California
(Address of principal executive offices)

94105
(Zip Code)

(415) 738-6500

(Registrant's telephone number, including area code)

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))

Item 8.01 Other Events.

On September 15, 2011, we completed an underwritten public offering of 11,500,000 shares of our 7.000% Series E Cumulative Redeemable Preferred Stock, par value \$0.01 per share, or our Series E Preferred Stock, including 1,500,000 shares issued pursuant to the underwriters exercise in full of their over-allotment option, for net proceeds of approximately \$277.9 million after deducting underwriting discounts and commissions and estimated expenses. In connection with the issuance and sale of the Series E Preferred Stock, we entered into an underwriting agreement, or the Underwriting Agreement, dated September 8, 2011 among us, Digital Realty Trust, L.P. and Merrill Lynch, Pierce, Fenner and Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The offering of the Series E Preferred Stock was made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission on May 1, 2009, as amended by a post-effective amendment filed on November 15, 2010 (Registration Nos. 333-158958 and 333-158958-01), a base prospectus, dated November 15, 2010, included as part of the registration statement, and a prospectus supplement, dated September 8, 2011, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. In connection with the filing of the prospectus supplement, we are filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of our counsel, Venable LLP, regarding certain Maryland law issues regarding the Series E Preferred Stock.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated September 8, 2011, among Digital Realty Trust, Inc., Digital Realty Trust, L.P. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included in Exhibit 5.1).

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.

Date: September 15, 2011

Digital Realty Trust, Inc.

By: **/s/ Joshua A. Mills**
Joshua A. Mills

Senior Vice President, General

Counsel and Assistant Secretary

EXHIBIT INDEX

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