

Spirit Realty, L.P.
Form 4
May 22, 2018

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 *
SPIRIT REALTY CAPITAL, INC.

2. Issuer Name and Ticker or Trading Symbol
Spirit MTA REIT [SMTA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2727 NORTH HARWOOD STREET, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

DALLAS, TX 75201

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 shares of beneficial interest	05/18/2018		J ⁽¹⁾		42,851,011 ⁽²⁾	D	\$ 0 0
						I	See footnote ⁽³⁾

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
SPIRIT REALTY CAPITAL, INC. 2727 NORTH HARWOOD STREET, SUITE 300 DALLAS, TX 75201		X		
Spirit General OP Holdings, LLC 2727 NORTH HARWOOD STREET, SUITE 300 DALLAS, TX 75201		X		
Spirit Realty, L.P. 2727 NORTH HARWOOD STREET, SUITE 300 DALLAS, TX 75201		X		

Signatures

Spirit Realty Capital, Inc. By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer	05/22/2018
**Signature of Reporting Person	Date
Spirit General OP Holdings, LLC By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer	05/22/2018
**Signature of Reporting Person	Date
Spirit Realty, L.P. By: /s/ Michael Hughes, Executive Vice President, Chief Financial Officer and Treasurer	05/22/2018
**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) On or about May 31, 2018, Spirit Realty Capital, Inc. ("Spirit") will make a pro rata distribution of 100% of the outstanding common shares of the Issuer to Spirit stockholders of record as of May 18, 2018 (the "Distribution"). On or prior to the date of the Distribution, SMTA will recapitalize the SMTA common shares then held by Spirit Realty, L.P. such that Spirit will distribute to its stockholders one SMTA common share for every ten shares of Spirit common stock held by stockholders of Spirit as of the close of business on May 18,

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2018.

- (2) Reported number of shares reflects the recapitalization of the SMTA common shares that is expected to occur on or prior to the date of the Distribution based on the number of shares of Spirit common stock outstanding as of the close of business on May 18, 2018.
- (3) The shares will be directly owned by Spirit Realty, L.P. until immediately prior to the Distribution. Spirit General OP Holdings, LLC, a wholly-owned subsidiary of Spirit Realty Capital, Inc., is the general partner of Spirit Realty, L.P.

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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