

CyrusOne Inc.  
Form 424B2  
June 25, 2015

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Filed Pursuant to Rule 424(b)(2)  
Registration Nos. 333-194771 and 333-194770

**PROSPECTUS SUPPLEMENT**

(To Prospectus Dated April 4, 2014 and Prospectus dated April 4, 2014)

## **11,300,000 Shares**

### **Common Stock**

We are offering 11,300,000 shares of our common stock, par value \$0.01 per share.

We intend to contribute the net proceeds from the sale of 6,918,597 shares of our common stock in this offering to our operating partnership, in exchange for 6,918,597 newly issued operating partnership units in accordance with the partnership agreement of our operating partnership. We intend to contribute the net proceeds from the sale of 81,403 shares of our common stock in this offering to CyrusOne GP, our wholly owned subsidiary. CyrusOne GP intends to subsequently contribute such proceeds to our operating partnership in exchange for 81,403 newly issued operating partnership units in accordance with the partnership agreement of our operating partnership. Our operating partnership intends to use the proceeds contributed by us and by CyrusOne GP, together with the net proceeds from the Credit Agreement Borrowings (as defined herein) and the Additional Debt Financing (as defined herein), to finance its pending acquisition (the "Cervalis Acquisition") of Cervalis Holdings LLC, a Delaware limited liability company ("Cervalis"), to pay fees and expenses related to the Cervalis Acquisition and for general corporate purposes. In the event we do not consummate the Cervalis Acquisition, we expect our operating partnership to use the net proceeds from this offering contributed by us and CyrusOne GP to repay outstanding indebtedness under our revolving credit facility and for general corporate purposes. The closing of this offering is not contingent on the completion of the Cervalis Acquisition, which, if completed, will occur subsequent to the closing of this offering.

We intend to use the net proceeds from the sale of 4,300,000 shares of our common stock in this offering (or 5,995,000 shares if the underwriters exercise their option to purchase additional shares of our common stock in full) to acquire 4,300,000 (or 5,995,000, as applicable) operating partnership units from a subsidiary of Cincinnati Bell Inc.

To assist us in complying with certain U.S. federal income tax requirements applicable to real estate investment trusts ("REITs"), among other purposes, our charter contains certain restrictions relating to the ownership and transfer of our stock, including an ownership limit of 9.8% of our outstanding common stock, subject to certain exceptions. See "Restrictions on Ownership and Transfer" and "Description of Securities Restrictions on Ownership and Transfer" in the accompanying Universal Shelf Prospectus (as defined herein) and Common Stock Prospectus (as defined herein), respectively, for a detailed description of the ownership and transfer restrictions applicable to our common stock.

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Our common stock is listed on the NASDAQ Global Select Market under the symbol "CONE." On June 23, 2015, the last reported sale price of our common stock on the NASDAQ Global Select Market was \$30.08 per share.

**Investing in our common stock involves risks. See "Risk Factors" beginning on page S-22 of this prospectus supplement.**

	<b>Per Share</b>	<b>Total</b>
Public Offering Price	\$30.00	\$339,000,000
Underwriting Discounts <sup>(1)</sup>	\$1.275	\$14,407,500
Proceeds to CyrusOne (before expenses)	\$28.725	\$324,592,500

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(1) We refer you to "Underwriting" beginning on page S-32 of this prospectus supplement for additional information regarding underwriting compensation.

We have granted the underwriters the option to purchase up to an additional 1,695,000 shares of our common stock at the public offering price, less underwriting discounts, for 30 days after the date of this prospectus supplement.

**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 prospectuses are truthful or complete. Any representation to the contrary is a criminal offense.**

We previously announced a dividend of \$0.315 per share of common stock and common stock equivalent for the second quarter of 2015. The dividend will be paid on July 15, 2015, to stockholders of record at the close of business on June 26, 2015. This offering is expected to close prior to the close of business on June 26, 2015, and therefore purchasers of our common stock that take delivery of such stock on the closing date and continue to be stockholders of record as of the close of business on June 26, 2015 will receive the dividend.

Delivery of the shares is expected to be made to investors through the book-entry delivery system of The Depository Trust Company on or about June 26, 2015.

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*Joint Book-Running Managers*

**Citigroup**

**Goldman, Sachs & Co.**

**Morgan Stanley**

**KeyBanc Capital  
Markets**

**Barclays J.P. Morgan**

**Deutsche Bank  
Securities  
Co-Managers**

**RBC Capital  
Markets**

**TD  
Securities Jefferies**

**Stifel**

**SunTrust Robinson  
Humphrey**

**Raymond James**

The date of this prospectus supplement is June 23, 2015.

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Neither we nor the underwriters have authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference into this prospectus supplement, the accompanying prospectuses or any free writing prospectus we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectuses, any free writing prospectus prepared by us and the documents incorporated by reference herein is accurate only as of their respective dates or on the date or dates that are specified in those documents regardless of the time of delivery of this prospectus supplement and the accompanying prospectuses or any sale of shares of our common stock. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document contains three parts. The first part is this prospectus supplement, which describes the terms of this offering of common stock and also adds to and updates information contained in the accompanying prospectuses and the documents incorporated by reference. The second and third parts are the accompanying prospectuses, which provide more general information, some of which may not apply to this offering. It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectuses in making your investment decision. You should also read and consider the additional information included in the documents incorporated by reference. See "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus supplement. If the information in this prospectus supplement differs or varies from the information in the accompanying prospectuses or the documents incorporated by reference dated prior to the date of this prospectus supplement, you should rely on the information in this prospectus supplement.

Except as otherwise indicated or required by the context, references in this prospectus supplement to (i) "CyrusOne," "we," "our," "us," "the Company" and "our company" refer to CyrusOne Inc., a Maryland corporation, together with its combined subsidiaries, including CyrusOne LP, a Maryland limited partnership (our "operating partnership" or "CyrusOne LP"), and CyrusOne GP, a Maryland statutory trust of which we are the sole beneficial owner and sole trustee and which is the sole general partner of our operating partnership ("CyrusOne GP") and (ii) "CBI" refers to Cincinnati Bell Inc., an Ohio corporation, and, unless the context otherwise requires, its consolidated subsidiaries.

This prospectus supplement and (i) the accompanying prospectus dated April 4, 2014 are part of the Registration Statement (Registration No. 333-194771) that we filed with the Securities and Exchange Commission ("SEC") on April 4, 2014 (the "Universal Shelf Prospectus"), and (ii) the accompanying prospectus dated April 4, 2014 are part of the Registration Statement (Registration No. 333-194770) that we filed with the SEC on April 4, 2014 (the "Common Stock Prospectus"), each using a "shelf" registration process.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectuses and the documents incorporated by reference herein contain forward-looking statements within the meaning of the federal securities laws. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, our pro forma financial statements and all of our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "pro forma," "estimates" or "anticipates" or the negative of these words and phrases or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and we may not be able to realize them. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

loss of key customers;

economic downturn, natural disaster or oversupply of data centers in the limited geographic areas that we serve;

risks related to the development of our properties and our ability to successfully lease those properties;

loss of access to key third-party service providers and suppliers;

inability to identify and complete acquisitions, including the Cervalis Acquisition, and operate acquired properties;

inability to achieve the anticipated benefits of the Cervalis Acquisition;

our failure to obtain necessary outside financing on favorable terms, or at all;

restrictions in the instruments governing our indebtedness;

risks related to environmental matters;

unknown or contingent liabilities related to our acquired properties;

significant competition in our industry;

loss of key personnel;

risks associated with real estate assets and the industry;

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risks related to CBI owning shares of our common stock and operating partnership units;

failure to maintain our status as a REIT or to comply with the highly technical and complex REIT provisions of the Internal Revenue Code of 1986, as amended (the "Code");

REIT distribution requirements that could adversely affect our ability to execute our business plan;

insufficient cash available for distribution to stockholders;

future offerings of debt may adversely affect the market price of our common stock;

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increases in market interest rates may drive potential investors to seek higher dividend yields and reduce demand for our common stock; and

market price and volume of stock could be volatile.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors of new information, data or methods, future events or other changes. For a further discussion of these and other factors that could impact our future results, performance or transactions, see "Risk Factors," including the risks incorporated herein and therein from our most recent Annual Report on Form 10-K filed with the SEC on February 27, 2015, as updated by our subsequent filings.

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**WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and, accordingly, file annual, quarterly and periodic reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information we file with the SEC at the Public Reference Room of the SEC, 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. You may also obtain copies of this information by mail from the Public Reference Room of the SEC, 100 F Street, NE, Washington, D.C. 20549, at prescribed rates, or from commercial document retrieval services.

We have filed with the SEC two registration statements on Form S-3, including exhibits and schedules filed with the registration statements of which this prospectus supplement is a part, under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the shares of our common stock registered hereby. This prospectus supplement and the accompanying prospectuses do not contain all of the information set forth in the registration statements and exhibits and schedules to the registration statements. For further information with respect to our company and our shares of common stock registered hereby, reference is made to the registration statements, including the exhibits and schedules to the registration statements. Statements contained in this prospectus supplement and the accompanying prospectuses as to the contents of any contract or other document referred to in this prospectus supplement and the accompanying prospectuses are not necessarily complete and, where that contract is an exhibit to a registration statement, each statement is qualified in all respects by the exhibit to which the reference relates. Copies of the registration statements, including the exhibits and schedules to the registration statements, may be examined without charge at the Public Reference Room of the SEC, in the manner described above.

Our SEC filings, including our registration statements, are also available to you, free of charge, on the SEC's website at [www.sec.gov](http://www.sec.gov). Our SEC filings will also be available through the "Company Investors SEC Filings" tab of CyrusOne Inc.'s website at [www.cyrusone.com](http://www.cyrusone.com). The information contained on or linked to or from our website is not incorporated by reference into this prospectus supplement or the accompanying prospectuses and is not considered part of this prospectus supplement or the accompanying prospectuses.

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**INCORPORATION BY REFERENCE**

The SEC allows us to "incorporate by reference" certain information into this prospectus supplement from certain documents that we filed with the SEC prior to the date of this prospectus supplement. By incorporating by reference, we are disclosing important information to you by referring you to documents we have filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement, except for information incorporated by reference that is modified or superseded by information contained in this prospectus supplement or in any other subsequently filed document that also is incorporated by reference herein. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to be part of this prospectus supplement. These documents contain important information about us, our business and our finances. The following documents previously filed with the SEC are incorporated by reference into this prospectus supplement except for any document or portion thereof deemed to be "furnished" and not filed in accordance with SEC rules:

Our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 27, 2015;

Our Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 23, 2015;

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 8, 2015;

Our Current Reports on Form 8-K, filed with the SEC on March 30, 2015, April 1, 2015, April 6, 2015, April 7, 2015, April 23, 2015, April 28, 2015, May 8, 2015 and June 22, 2015; and

The description of our common stock included in our registration statement on Form 8-A filed with the SEC on January 17, 2013.

We also incorporate by reference all documents we may file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and prior to the termination of the offering of securities covered by this prospectus supplement, except for any document or portion thereof deemed to be "furnished" and not filed in accordance with SEC rules. The information relating to us contained in this prospectus supplement does not purport to be comprehensive and should be read together with the information contained in the documents incorporated or deemed to be incorporated by reference herein.

If you request, either orally or in writing, we will provide you with a copy of any or all documents that are incorporated by reference herein. Such documents will be provided to you free of charge, but will not contain any exhibits, unless those exhibits are incorporated by reference into the document. Requests can be made by writing to Investor Relations at 1649 West Frankford Road, Carrollton, Texas 75007. The documents may also be accessed on our website under the "Company Investors SEC Filings" tab at [www.cyrusone.com](http://www.cyrusone.com). Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectuses and is not considered part of this prospectus supplement or the accompanying prospectuses.

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**SUMMARY**

*The following summary contains information about us and the offering. It does not contain all of the information that may be important to you in making a decision to purchase the common stock. For a more complete understanding of us and the common stock, we urge you to read this entire prospectus supplement, the accompanying prospectuses and the documents incorporated by reference herein carefully, including the "Risk Factors" section and the financial statements and the notes to those statements incorporated by reference herein. See "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus supplement.*

**Our Company**

We are an owner, operator and developer of enterprise-class, carrier-neutral, multi-tenant data center properties. Our enterprise-class, carrier-neutral, multi-tenant data centers are purpose-built facilities with redundant power, cooling and access to a range of telecommunications carriers. They are not network-specific and enable customer interconnectivity to a range of telecommunications carriers. We provide mission-critical data center facilities that protect and ensure the continued operation of information technology ("IT") infrastructure for 679 customers in 27 operating data centers in 11 distinct markets (nine cities in the U.S., London and Singapore) as of March 31, 2015. We provide twenty-four-hours-a-day, seven-days-a-week security guard monitoring with customizable security features.

Our goal is to be the preferred global data center provider to the Fortune 1000. As of March 31, 2015, our customers included nine of the Fortune 20 and 146 of the Fortune 1000 or private or foreign enterprises of equivalent size. These 146 customers provided 74% of our annualized rent as of March 31, 2015. Additionally, as of March 31, 2015, our top 10 customers represented 40% of our annualized rent.

We cultivate long-term strategic relationships with our customers and provide them with solutions for their data center facilities and IT infrastructure challenges. Our offerings provide flexibility, reliability and security delivered through a tailored customer service focused platform that is designed to foster long-term relationships. We focus on attracting customers that have not historically outsourced their data center needs and providing them with solutions that address their current and future needs. Our facilities and construction design allow us to offer flexibility in density, power resiliency and the opportunity for expansion as our customers' needs grow. We also offer high-performance, low-cost data transfer and accessibility for our customers through our interconnection platform, CyrusOne National IX, which delivers interconnection across states and between metro-enabled sites within the CyrusOne facility footprint and beyond.

**Our Portfolio**

As of March 31, 2015, our property portfolio included 27 data centers in 11 distinct markets (nine cities in the U.S., London and Singapore) collectively providing approximately 2,340,000 net rentable square feet ("NRSF"), of which 85% was leased, and powered by approximately 204 MW of universal power supply ("UPS") capacity. We own 17 of the buildings in which our data center facilities are located. We lease the remaining 10 buildings, which account for approximately 360,000 NRSF, or approximately 15% of our total operating NRSF. These leased buildings accounted for 20% of our total annualized rent as of March 31, 2015. As of March 31, 2015, we also had approximately 904,000 NRSF under development, as well as an aggregate of approximately 499,000 NRSF of additional powered shell space under roof available for development. In addition, we have approximately 195 acres of land that are available for future data center shell development. Along with our primary product offering, leasing of colocation space, our customers are increasingly interested in ancillary office and other space.

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We believe our existing operating portfolio and development pipeline will allow us to meet the evolving needs of our existing customers and continue to attract new customers.

The following tables provide an overview of our operating and development properties as of March 31, 2015.

Facilities <sup>(b)</sup>	Metro Area	Annualized Rent <sup>(c)</sup>	Colocation		Operating Net Rentable Square Feet (NRSF) <sup>(a)</sup>				Supporting Infrastructure <sup>(i)</sup>	Total <sup>(j)</sup>	Powered Shell Available for Future Development <sup>(k)</sup> (NRSF)	Available UPS Capacity <sup>(l)</sup> (MW)
			Space (CSF) <sup>(d)</sup>	CSF Leased <sup>(e)</sup>	CSF Utilized <sup>(f)</sup>	Office & Other <sup>(g)</sup>	Office & Other Leased <sup>(h)</sup>					
Westway Park Blvd, Houston, TX (Houston West 1)	Houston	\$ 56,452,442	112,133	96%	96%	10,563	98%	36,756	159,452	3,000	28	
West Seventh Street, Cincinnati, OH (7th St.)***	Cincinnati	38,151,863	212,664	93%	94%	5,744	100%	171,561	389,969	37,000	13	
S. State Hwy 121 Business Lewisville, TX (Lewisville)*	Dallas	34,874,104	108,687	96%	96%	11,374	97%	59,345	179,406		18	
W. Frankford Road, Carrollton, TX (Frankford)	Dallas	27,115,401	170,627	84%	86%	25,435	84%	69,464	265,526	272,000	18	
Southwest Fwy, Houston, TX (Galleria)	Houston	26,676,013	63,469	76%	76%	23,259	51%	24,927	111,655		14	
Kingsview Dr., Lebanon, OH (Lebanon)	Cincinnati	19,865,984	65,303	76%	87%	44,886	72%	52,950	163,139	65,000	14	
South Ellis Street, Chandler, AZ (Phoenix 1)	Phoenix	19,751,706	77,504	96%	97%	34,501	11%	39,129	151,134	31,000	27	
Westover Hills Blvd, San Antonio, TX (San Antonio 1)	San Antonio	18,401,018	43,843	100%	100%	5,989	83%	45,606	95,438	11,000	12	
Industrial Road, Florence, KY (Florence)	Cincinnati	14,958,513	52,698	100%	100%	46,848	87%	40,374	139,920		9	
Westway Park Blvd, Houston, TX	Houston	13,286,621	79,492	70%	79%	3,355	62%	55,018	137,865	12,000		