

CubeSmart  
Form 8-K  
June 20, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **June 20, 2012 (June 19, 2012)**

**CUBESMART**  
**CUBESMART, L.P.**

(Exact Name Of Registrant As Specified In Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Maryland</b><br><b>(CubeSmart)</b>             | <b>001-32324</b>         | <b>20-1024732</b>                    |
| <b>Delaware</b><br><b>(CubeSmart, L.P.)</b>       | <b>000-54662</b>         | <b>34-1837021</b>                    |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

**460 E. Swedesford Road, Suite 3000, Wayne, Pennsylvania 19087**

(Address of Principal Executive Offices)

**(610) 293-5700**

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(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 19, 2012, CubeSmart (the *Company*) and CubeSmart, L.P. (the *Operating Partnership*) executed and delivered an underwriting agreement (the *Underwriting Agreement*), by and among the Company, the Operating Partnership, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several Underwriters named in Exhibit A thereto (the *Underwriters*), relating to the public offering by the Operating Partnership of \$250 million aggregate principal amount of the Operating Partnership's 4.80% senior notes due July 15, 2022 (the *Notes*). The Company has fully and unconditionally guaranteed the payment of principal, the make-whole premium, if any, and interest on the Notes (the *Guarantee*). The offering is expected to close on June 26, 2012, subject to customary closing conditions. Under the terms of the Underwriting Agreement, the Company and the Operating Partnership have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the *Securities Act*), or to contribute payments that the Underwriters may be required to make because of any of those liabilities. The Underwriting Agreement contains customary representations and covenants. The offer and sale of the Notes and related Guarantee were registered with the Securities and Exchange Commission (the *Commission*) pursuant to a registration statement on Form S-3 (File No. 333-176885) (as the same may be amended and/or supplemented, the *Registration Statement*), under the Securities Act.

The Notes and the Guarantee will be issued pursuant to a base indenture dated as of September 16, 2011, between the Company, the Operating Partnership, and U.S. Bank National Association as trustee, as supplemented by a first supplemental indenture expected to be dated as of June 26, 2012. The Operating Partnership intends to use the net proceeds from this offering to reduce outstanding borrowings under its unsecured revolving credit facility and for general corporate purposes, including acquisitions, investments in joint ventures and repayment or repurchase of other indebtedness. Affiliates of each of the Underwriters act as lenders and/or agents under the Company's unsecured revolving credit facility and those affiliates therefore may receive a portion of the proceeds from the offering of the Notes and related Guarantee through the repayment of those borrowings.

The foregoing is not a complete discussion of the Underwriting Agreement and is qualified in its entirety by reference to the full text of the Underwriting Agreement attached to this Current Report on Form 8-K as Exhibit 1.1 and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

On June 19, 2012, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

| Exhibit Number | Description  |
|----------------|--|
| 1.1            | Underwriting Agreement, dated June 19, 2012, by and among CubeSmart, CubeSmart, L.P., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of each of the other Underwriters named in Exhibit A thereto. |
| 99.1           | Press Release, dated June 19, 2012.  |



**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CUBESMART

Date: June 20, 2012

By: /s/ Timothy M. Martin  
Name: Timothy M. Martin  
Title: Senior Vice President and Chief Financial Officer

CUBESMART, L.P.

Date: June 20, 2012

By: CubeSmart, its general partner  
By: /s/ Timothy M. Martin  
Name: Timothy M. Martin  
Title: Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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