

Extra Space Storage L P
Form SC TO-I/A
April 02, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

EXTRA SPACE STORAGE INC.

EXTRA SPACE STORAGE LP

(Names of Subject Companies)

Extra Space Storage LP, as Issuer, and Extra Space Storage Inc., as Guarantor

(Names of Filing Persons (identifying status as offeror, issuer or other person))

3.625% Exchangeable Senior Notes due 2027

(Title of Class of Securities)

30225VAA5

(CUSIP Number of Class of Securities)

Spencer F. Kirk

Chairman and Chief Executive Officer

2795 East Cottonwood Parkway, Suite 400

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Salt Lake City, Utah 84121

(801) 365-4600

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Craig M. Garner, Esq.

Latham & Watkins LLP

12636 High Bluff Drive, Suite 400
San Diego, CA 92130

(858) 523-5400

CALCULATION OF FILING FEE

Transaction Valuation*
\$87,663,000.00

Amount of Filing Fee**
\$10,046.18

* Calculated solely for purposes of determining the filing fee. The purchase price of the 3.625% Exchangeable Senior Notes due 2027 (the **Notes**), as described herein, is 100% of the principal amount of the Notes. As of February 29, 2012, there was \$87,663,000.00 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$87,663,000.00.

** Previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$114.60 for each \$1,000,000 of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,046.18

Filing Parties: Extra Space Storage LP and

Form or Registration No.: Schedule TO

Extra Space Storage Inc.
Date Filed: March 1, 2012

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

o Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on March 1, 2012 (the **Original Schedule TO**) and Amendment No. 1 to the Original Schedule TO filed with the Securities and Exchange Commission on March 7, 2012 (collectively, the **Schedule TO**), by Extra Space Storage LP, a Delaware limited partnership (the **Company**), and Extra Space Storage Inc., a Maryland corporation (the **Guarantor**). The Schedule TO relates to the right of each holder (the **Holder**) of the Company's 3.625% Exchangeable Senior Notes due 2027 (the **Notes**) to sell, and the obligation of the Company to purchase, the Notes, as set forth in the Company's Issuer Repurchase Notice to Holders of 3.625% Exchangeable Senior Notes due 2027, dated March 1, 2012, filed as an exhibit to the Schedule TO (as amended or supplemented from time to time, the **Put Option**). This Amendment No. 2 constitutes the final amendment pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

The Put Option expired at 5:00 p.m., New York City time, on Thursday, March 29, 2012. Based on final information provided to the Company by Wells Fargo Bank, N.A., the trustee and paying agent, no Notes were tendered and accepted for purchase in the Put Option.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 2, 2012

EXTRA SPACE STORAGE INC.

By: /s/ Charles L. Allen
Name: Charles L. Allen
Title: Executive Vice President, Chief Legal Officer and Secretary

EXTRA SPACE STORAGE LP

By: ESS Holdings Business Trust I,
its General Partner

By: /s/ Charles L. Allen
Name: Charles L. Allen
Title: Trustee

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| (a)(1)(A) | Issuer Repurchase Notice to Holders of 3.625% Exchangeable Senior Notes due 2027, dated March 1, 2012, including form of Repurchase Notice and form of Withdrawal Notice.(1) |
| (a)(1)(B) | IRS Form W-9.(1) |
| (a)(5)(A) | Press release dated March 1, 2012.(1) |
| (b)(1) | Revolving Line of Credit Agreement between Extra Space Properties Thirty LLC as Borrower and Bank of America, N.A. as Lender, dated February 13, 2009.(2) |
| (b)(2) | First Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America, N.A., dated April 9, 2009.(3) |
| (b)(3) | Second Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America, N.A., dated May 4, 2009.(3) |
| (b)(4) | Third Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America, N.A., dated August 27, 2010.(3) |
| (b)(5) | Fourth Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America, N.A., dated October 19, 2011.(3) |
| (d)(1) | Indenture, dated March 27, 2007, among Extra Space Storage LP, Extra Space Storage Inc. and Wells Fargo Bank, N.A., as trustee, including the form of 3.625% Exchangeable Senior Notes due 2027.(4) |
| (g) | None. |
| (h) | None. |

(1) Previously filed as an exhibit to the Original Schedule TO.

(2) Incorporated by reference to Extra Space Storage Inc. s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2010.

(3) Incorporated by reference to Extra Space Storage Inc. s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012.

(4) Incorporated by reference to Extra Space Storage Inc. s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 28, 2007.