

CyrusOne LP
Form S-4/A
November 20, 2015

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on November 20, 2015

Registration No. 333-207647

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Pre-Effective
Amendment No. 1
FORM S-4**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CyrusOne LP

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

6798
(Primary Standard Industrial
Classification Code Number)
1649 West Frankford Road
Carrollton, TX 75007
(972) 350-0060

46-0982896
(IRS Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CyrusOne Finance Corp.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

6719
(Primary Standard Industrial
Classification Code Number)
1649 West Frankford Road
Carrollton, TX 75007
(972) 350-0060

61-1697505
(IRS Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CyrusOne Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

6798
(Primary Standard Industrial
Classification Code Number)

46-0691837
(IRS Employer
Identification Number)

(See Table of Additional Registrant Guarantors for information regarding additional Registrants)

**1649 West Frankford Road
Carrollton, TX 75007
(972) 350-0060**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert M. Jackson, Esq.
Executive Vice President, General Counsel and Secretary
1649 West Frankford Road
Carrollton, TX 75007
(972) 350-0060

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a Copy to:

William V. Fogg, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated
filer

Non-accelerated filer
(Do not check if a
smaller reporting
company)

Smaller reporting
company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Edgar Filing: CyrusOne LP - Form S-4/A

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
6.375% Senior Notes due 2022	\$100,000,000	100%	\$100,000,000	\$10,070 ⁽³⁾
Guarantees of 6.375% Senior Notes due 2022				(2)
Total	\$100,000,000	N/A	\$100,000,000	\$10,070⁽³⁾

- (1) Estimated in accordance with Rule 457(f) under the Securities Act of 1933, as amended (the "Securities Act"), solely for purposes of calculating the registration fee.
- (2) Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is payable with respect to the guarantees.
- (3) The registration fee has been previously paid.
-

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Table of Additional Registrant Guarantors⁽¹⁾⁽²⁾

Exact Name of Additional Registrant Guarantor as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
CyrusOne GP	Maryland	6091	35-6993529
CyrusOne Foreign Holdings LLC	Delaware	6091	45-3026714
CyrusOne LLC	Delaware	7376	27-4286158
CyrusOne TRS Inc.	Delaware	7376	35-2458099
Cervalis Holdings LLC	Delaware	7379	27-3304848
Cervalis LLC	Delaware	7379	52-2231014

(1) Address, including zip code, and telephone number, including area code, of each Additional Registrant Guarantor's Principal Executive Offices is 1649 West Frankford Road, Carrollton, TX 75007, (972) 350-0060.

(2) Name, address, including zip code, and telephone number, including area code, of each Additional Registrant Guarantor's Agent for Service is Robert M. Jackson, Esq., 1649 West Frankford Road, Carrollton, TX 75007, (972) 350-0060.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 20, 2015

PROSPECTUS

CyrusOne LP
CyrusOne Finance Corp.

Offer to Exchange
Up to \$100,000,000 Principal Amount of
6.375% Senior Notes due 2022
for
a Like Principal Amount of
6.375% Senior Notes due 2022
which have been registered under the Securities Act of 1933

CyrusOne LP and CyrusOne Finance Corp. (the "issuers") are offering to exchange up to \$100,000,000 of their outstanding, unregistered 6.375% Senior Notes due 2022 (the "Initial Notes"), for a like principal amount of registered 6.375% Senior Notes due 2022 (the "Exchange Notes"). The Initial Notes and the Exchange Notes are sometimes referred to in this prospectus together as the "Notes," and the transaction to exchange Initial Notes for Exchange Notes is sometimes referred to in this prospectus as the "Exchange Offer" or "this offer." The terms of the Exchange Notes are identical in all material respects to the terms of the Initial Notes, except that the Exchange Notes are registered under the Securities Act of 1933, as amended (the "Securities Act"), and the transfer restrictions, registration rights and related special interest provisions applicable to the Initial Notes do not apply to the Exchange Notes. The Initial Notes may only be tendered in an amount equal to \$2,000 in principal amount or in integral multiples of \$1,000 in excess thereof. **This offer is subject to certain customary conditions and will expire at 5:00 p.m., New York City time, on, 2015, unless we extend it.** The Exchange Notes will not be listed on any securities exchange or any automated dealer quotation system and there is currently no market for the Exchange Notes.

The Initial Notes are, and the Exchange Notes will be, guaranteed (the "guarantees") on a senior basis by CyrusOne Inc., the sole beneficial owner and sole trustee of CyrusOne GP, which is the sole general partner of CyrusOne LP, CyrusOne GP and all of CyrusOne LP's existing domestic subsidiaries (other than CyrusOne Finance Corp. and CyrusOne Government Services LLC). In addition, each of CyrusOne LP's domestic restricted subsidiaries that guarantee any of our other indebtedness or other indebtedness of the guarantors will be required to guarantee the Notes in the future (together with CyrusOne Inc. and all of CyrusOne LP's existing domestic subsidiaries (other than the CyrusOne Finance Corp. and CyrusOne Government Services LLC), the "guarantors"). All references to the Notes include references to the related guarantees.

The Initial Notes are, and the Exchange Notes will be, unsecured senior obligations of the issuers, ranking equal in right of payment with all of the issuers' existing and future unsecured senior debt, including the Existing Notes (as defined below), and senior in right of payment to all of the issuers' future subordinated debt, if any. The Initial Notes are, and the Exchange Notes will be, effectively subordinated to any of the issuers' existing and future secured debt to the extent of the value of the assets securing such debt. The guarantees relating to the Initial Notes are, and the guarantees relating to the Exchange Notes will be, ranked equal in right of payment with all of the guarantors' existing and future unsecured senior debt and senior in right of payment to all of the guarantors' future subordinated debt, if any. The guarantees relating to the Initial Notes are, and the guarantees relating to the Exchange Notes will be, effectively subordinated to any of the guarantors' existing and future secured debt to the extent of the value of the assets securing such debt. In addition, as with the Initial Notes, the Exchange Notes will be structurally subordinated to the liabilities of any non-guarantor subsidiaries.

Both the Existing Notes and the Exchange Notes will be governed by the same indenture, will constitute the same class of securities for the purposes of the indenture and will vote together on all matters. The Initial Notes were issued under a CUSIP number different from the CUSIP number applicable to the Existing

Edgar Filing: CyrusOne LP - Form S-4/A

Notes. Holders that exchange Initial Notes in the Exchange Offer will receive Exchange Notes that have the same CUSIP number as the Existing Notes and, as a result, the Exchange Notes will be fungible in the trading market with the Existing Notes.

For a more detailed description of the Exchange Notes, see "Description of the Notes."

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offer must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering such a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Initial Notes where such Initial Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, during the period described in Section 4(a)(3) of the Securities Act and Rule 174 thereunder that is applicable to transactions by brokers or dealers with respect to Exchange Notes, we will use our commercially reasonable efforts to make this prospectus, as amended and supplemented, available to broker-dealers for use in connection with resales of Exchange Notes.

Investing in our securities involves a high degree of risk. See "Risk Factors" beginning on page 11 of this prospectus for a discussion of certain factors you should consider in connection with this Exchange Offer.

We are not asking for a proxy and you are requested not to send us a proxy.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is _____, 2015

Table of Contents

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized any person to provide you with any information or represent anything about us or this offer that is not contained or incorporated by reference in this prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by us. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus or the date of the documents incorporated by reference in this prospectus, as applicable, unless otherwise stated herein, and such information is subject to change, completion or amendment without notice. Our business, financial condition, liquidity, results of operations and prospects may have changed subsequent to such date.

We are not making this offer to, nor will we accept surrenders for exchange from, holders of outstanding Initial Notes in any jurisdiction in which this offer would not be in compliance with the securities or blue sky laws of such jurisdiction or where it is otherwise unlawful.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>iii</u>
<u>INCORPORATION BY REFERENCE</u>	<u>iii</u>
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>v</u>
<u>PROSPECTUS SUMMARY</u>	<u>1</u>
<u>RISK FACTORS</u>	<u>11</u>
<u>RATIO OF EARNINGS TO COMBINED FIXED CHARGES FOR CYRUSONE INC. AND CYRUSONE LP</u>	<u>19</u>
<u>USE OF PROCEEDS</u>	<u>20</u>
<u>DESCRIPTION OF THE NOTES</u>	<u>21</u>
<u>THE EXCHANGE OFFER</u>	<u>73</u>
<u>BOOK-ENTRY, DELIVERY AND FORM</u>	<u>83</u>
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	<u>86</u>
<u>PLAN OF DISTRIBUTION</u>	<u>90</u>
<u>LEGAL MATTERS</u>	<u>91</u>
<u>EXPERTS</u>	<u>91</u>

You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus or the date of the documents incorporated by reference in this prospectus, as applicable, unless otherwise stated herein, and such information is subject to change, completion or amendment without notice. Unless required by applicable law, we assume no obligation to publicly update any of the information contained or incorporated by reference in this prospectus. Neither the delivery of this prospectus at any time, nor the sale of any Notes shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus, or in our affairs, since the date of this prospectus. Our business, financial condition, liquidity, results of operations and prospects may have changed since such dates.

This prospectus is based on information provided by us and other sources that we believe are reliable. We cannot assure you that the information from other sources is accurate or complete. We have summarized certain documents and other information in a manner we believe to be accurate, but we refer you to the actual documents for a more complete understanding of what we discuss in this prospectus. In making an investment decision, you must rely on your own examination of our business and the terms of this offer and the Notes, including the merits and risks involved.

This offer is being made on the basis of this prospectus. Any decision to participate in this offer must be based on information contained in this prospectus. You should contact us with any questions about this offer or for additional information to verify the information contained in this prospectus.

You should not consider any information in this prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the Notes.

Table of Contents

You must comply with all applicable laws and regulations in effect in any applicable jurisdiction, and you must obtain, at your sole cost and expense, any consent, approval or permission required by you for the purchase, offer or sale of the Notes under the laws and regulations in effect in the jurisdictions to which you are subject or in which you make such purchase, offer or sale, and we will not have any responsibility therefor.

Except as otherwise indicated or required by the context, references in this prospectus 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 CyrusOne Inc. is the sole beneficial owner and sole trustee and which is the sole general partner of our operating partnership ("CyrusOne GP"), (ii) "CBI" refers to Cincinnati Bell Inc., an Ohio corporation, and, unless the context otherwise requires, its consolidated subsidiaries and (iii) "Cervalis" refers to Cervalis Holdings LLC, a Delaware limited liability company, and, unless the context otherwise requires, its consolidated subsidiary Cervalis LLC, a Delaware limited liability company.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the Exchange Offer. This prospectus, which forms part of the registration statement, does not contain all the information included in the registration statement and the exhibits to the registration statement. For further information about us, the Exchange Offer and the Exchange Notes, you should refer to the registration statement and its exhibits. Copies of our SEC filings, including the exhibits to the registration statement, are available through us or from the SEC through the SEC's website or at its facilities described below.

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. 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. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

Our SEC filings are also available to you, free of charge, on the SEC's website at www.sec.gov. Our SEC filings are also be available through the "Company SEC Filings" tab of CyrusOne Inc.'s website at www.cyrusone.com. The information contained on or linked to or from our website is not incorporated by reference into this prospectus and is not considered part of this prospectus.

INCORPORATION BY REFERENCE

We "incorporate by reference" certain information into this prospectus from certain documents that we filed with the SEC prior to the date of this prospectus. 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, except for information incorporated by reference that is modified or superseded by information contained in this prospectus 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. 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 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 Reports on Form 10-Q for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015, filed with the SEC on May 8, 2015, August 10, 2015 and November 6, 2015, respectively; and

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, June 22, 2015, June 24, 2015, June 25, 2015, June 26, 2015, July 1, 2015, July 6, 2015, August 3, 2015, September 29, 2015, October 28, 2015 and November 20, 2015.

We also incorporate by reference all documents we may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus and prior to the termination of the offering of securities covered by this prospectus, except for any document or

Table of Contents

portion thereof deemed to be "furnished" and not filed in accordance with SEC rules. The information relating to us contained in this prospectus 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.

The financial information relating to Cervalis incorporated by reference herein as of and for the years ended December 31, 2014, 2013 and 2012, as filed on our Current Report on Form 8-K, dated June 22, 2015, was audited on a basis compliant with the standards promulgated by the American Institute of Certified Public Accountants, but not with the standards promulgated by the Public Company Accounting Oversight Board. We believe that this does not have a material impact on the understanding of Cervalis' results of operations, financial condition, liquidity and related operating and financial trends.

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 or by phone at (972) 350-0060. **To obtain timely delivery of any requested information, holders of Initial Notes must make any request no later than five business days prior to the expiration of the Exchange Offer.** The documents may also be accessed on our website under the "Company SEC Filings" tab at www.cyrusone.com. Information contained on our website is not incorporated by reference into this prospectus and is not considered part of this prospectus.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus 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 incorporated by reference herein 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:

risks related to our existing indebtedness;

our ability to incur additional debt;

priority of secured indebtedness to the Notes;

reduced operational flexibility due to covenant restrictions;

risks related to inability to maintain financial metrics;

risks related to covenant exceptions allowing distributions to maintain CyrusOne's status as a Real Estate Investment Trust ("REIT");

inability to finance a change of control offer;

risks resulting from the failure of an active market developing for the Notes;

risks related to our credit rating;

risks related to fraudulent conveyance claims brought against guarantors;

loss of key customers;

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

Edgar Filing: CyrusOne LP - Form S-4/A

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 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;

risks related to environmental matters;

unknown or contingent liabilities related to our acquired properties;

significant competition in our industry;

v

Table of Contents

loss of key personnel;

risks associated with real estate assets and the industry;

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; and

insufficient cash available for distribution to stockholders.

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 from our most recent Annual Report on Form 10-K filed with the SEC on February 27, 2015, as updated by our subsequent filings.

Table of Contents

PROSPECTUS SUMMARY

The following summary contains information about us and the Exchange Offer. It does not contain all of the information that may be important to you in making a decision to participate in the Exchange Offer. For a more complete understanding of us and the Exchange Notes, we urge you to read this entire prospectus 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.

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 have 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 929 customers in 31 operating data centers and two recovery centers in 12 distinct markets (10 cities in the U.S., London and Singapore) as of September 30, 2015. We provide twenty-four-hours-a-day, seven-days-a-week security guard monitoring with customizable security features.

Table of Contents

Our Structure

The following diagram depicts our ownership structure as of September 30, 2015, after giving effect to the Exchange Offer:

-
- (1) The Initial Notes are, and the Exchange Notes will be, fully and unconditionally guaranteed on a senior basis by CyrusOne and CyrusOne GP, as well as all of our operating partnership's existing domestic subsidiaries (other than CyrusOne Finance Corp. and CyrusOne Government Services LLC).
- (2) Includes the Cervalis Facilities (as defined below).

Table of Contents

The Cervalis Acquisition

On July 1, 2015, our operating partnership completed its acquisition of Cervalis Holdings LLC, a Delaware limited liability company ("Cervalis") for approximately \$400.0 million, excluding transaction related expenses and subject to customary purchase price adjustments. As a result of the acquisition of Cervalis (the "Cervalis Acquisition"), Cervalis is a wholly owned subsidiary of CyrusOne LP and we acquired four Tier 3+ data center facilities and two work area recovery facilities (the "Cervalis Facilities") serving the New York metropolitan area.

The Cervalis Facilities currently comprise more than 500,000 gross square feet of space, including more than 120,000 CSF and over 100,000 square feet of work area recovery space. In the year ended December 31, 2014 and in the six months ended June 30, 2015 (the last year-to-date interim period for which the statements of operations of Cervalis are available), Cervalis generated revenues of approximately \$69.0 million and \$39.5 million, respectively, with approximately two-thirds of such revenues being derived from colocation services and the remainder from interconnection, managed services and work area recovery products. As of September 30, 2015, 87% of the CSF within the Cervalis Facilities was utilized.

The Cervalis Acquisition is expected to provide additional benefits to us, including the following:

Enhanced Geographic Diversification: The acquisition will greatly enhance our geographic diversification, establishing a presence in the Northeast with the addition of a platform that includes four data centers serving the New York metropolitan market.

Access to a High Quality Enterprise Customer Base: Cervalis serves approximately 220 enterprise customers, with a particular focus on servicing some of the world's largest financial institutions, including 15 Fortune 1000 companies that are not currently our customers. Approximately two-thirds of its second quarter 2015 revenue came from customers within the financial services industry. The Cervalis Acquisition will diversify our customer base by reducing the concentration of our customer base in the information technology and energy sectors and providing an increased presence in the financial services sector. Enterprises in the information technology, financial services and energy sectors comprised approximately 28%, 21% and 20%, respectively, of our annualized rent as of September 30, 2015.

Strengthened Product Portfolio: The acquisition will provide a set of interconnected data centers in one of the world's largest internet hubs, further enhancing the attractiveness of our National IX platform. Access to Cervalis' high-end managed services offering provides a platform that we can selectively leverage across our existing customer base to offer growth opportunities.

Corporate Information

We have elected to be treated as a REIT for U.S. federal income tax purposes. Our principal executive offices are located at 1649 West Frankford Road, Carrollton, Texas 75007. Our telephone number is (972) 350-0060.

Table of Contents

Summary of the Terms of the Exchange Offer

Background

On July 1, 2015, we completed a private placement of \$100,000,000 of our 6.375% Senior Notes due 2022. In connection with this private placement, we entered into a registration rights agreement in which we agreed, among other things, to complete this Exchange Offer. We are offering to exchange the unregistered Initial Notes for a like principal amount of 6.375% Senior Notes due 2022, which have been registered under the Securities Act. The Initial Notes may only be tendered in an amount equal to \$2,000 in principal amount or in integral multiples of \$1,000 in excess thereof. See "The Exchange Offer Terms of the Exchange Offer."

The Exchange Offer

In order to exchange the Initial Notes, you must follow the required procedures, and we must accept the Initial Notes for exchange. We will exchange all Initial Notes validly tendered and not validly withdrawn prior to the expiration date. See "The Exchange Offer."

Resale of Exchange Notes

Based on interpretations of the SEC staff, as described in previous no-action letters, we believe that Exchange Notes issued pursuant to the Exchange Offer in exchange for Initial Notes may be offered for resale, resold and otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you are acquiring the Exchange Notes issued in this offer in the ordinary course of your business;

you have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in a distribution, (within the meaning of the Securities Act) of the Exchange Notes to be issued in the Exchange Offer; and

you are not an "affiliate" of ours, as defined in Rule 405 of the Securities Act. By tendering your Initial Notes as described in "The Exchange Offer Procedures for Tendering," you will be making representations to this effect. If you fail to satisfy any of these conditions, you cannot rely on the position of the SEC set forth in the no-action letters referred to above and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the Exchange Notes. We base our belief on interpretations by the SEC staff in no-action letters issued to other issuers in exchange offers like ours. We cannot guarantee that the SEC would make a similar decision about our Exchange Offer. If our belief is wrong, you could incur liability under the Securities Act. We will not protect you against any loss incurred as a result of this liability under the Securities Act.

Table of Contents

	<p>Each broker-dealer that receives Exchange Notes for its own account in exchange for Initial Notes, where such Initial Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any offer to resell, resale or other transfer of Exchange Notes in the Exchange Offer. See "Plan of Distribution."</p>
Consequences If You Do Not Exchange Your Initial Notes	<p>Initial Notes that are not tendered in the Exchange Offer or are not accepted for exchange will continue to bear legends restricting their transfer. You will not be able to offer or sell such Initial Notes unless you are able to rely on an exemption from the requirements of the Securities Act or the Initial Notes are registered under the Securities Act.</p> <p>After the Exchange Offer is completed, we will no longer have an obligation to register the Initial Notes, except under limited circumstances. To the extent that Initial Notes are tendered and accepted in the Exchange Offer, the market for any remaining Initial Notes will be adversely affected. See "Risk Factors Risks Relating to the Notes and the Exchange Offer Any Initial Notes that are not exchanged will continue to be restricted securities and may become less liquid."</p>
Expiration Date	<p>The Exchange Offer expires at 5:00 p.m., New York City time, on _____, 2015, unless we extend such Exchange Offer. See "The Exchange Offer Expiration Date; Extensions; Amendments."</p>
Issuance of Exchange Notes	<p>We will issue Exchange Notes in exchange for Initial Notes tendered and accepted in the Exchange Offer promptly following the expiration date (unless amended as described in this prospectus). See "The Exchange Offer Terms of the Exchange Offer."</p>
Conditions to the Exchange Offer	<p>The Exchange Offer is subject to certain customary conditions, which we may amend or waive. The Exchange Offer is not conditioned upon any minimum principal amount of outstanding Initial Notes being tendered. See "The Exchange Offer Conditions to the Exchange Offer."</p>
Procedures for Tendering Initial Notes	<p>To participate in the Exchange Offer, you must (i) complete, sign and date the accompanying letter of transmittal, or a facsimile copy of such letter, in accordance with its instructions and the instructions of this prospectus, and (ii) mail or otherwise deliver the executed letter of transmittal, together with the Initial Notes and any other required documentation to the exchange agent at the address set forth in the letter of transmittal. If you are a broker, dealer, commercial bank, trust company or other nominee and you hold Initial Notes through the Depository Trust Company ("DTC"), and wish to accept this offer, you must do so pursuant to DTC's automated tender offer program. See "The Exchange Offer Procedures for Tendering."</p>

Table of Contents

Special Procedures for Beneficial Holders	If you beneficially own Initial Notes which are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender in the Exchange Offer, you should contact the registered holder promptly and instruct such person to tender on your behalf. If you wish to tender in this offer on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your Initial Notes, either arrange to have the Initial Notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take a considerable amount of time. See "The Exchange Offer Procedures for Tendering."
Withdrawal Rights	You may withdraw your tender of Initial Notes at any time before the expiration date for this offer. See "The Exchange Offer Withdrawal of Tenders."
Regulatory Requirements	We do not believe that the receipt of any material federal or state regulatory approval will be necessary in connection with either Exchange Offer, other than the notice of effectiveness under the Securities Act of the registration statement pursuant to which the Exchange Offer is being made.
Accounting Treatment	We will not recognize any gain or loss for accounting purposes upon the completion of the Exchange Offer. The expenses of the Exchange Offer that we pay will increase our deferred financing costs in accordance with accounting principles generally accepted in the United States ("GAAP"). See "The Exchange Offer Accounting Treatment."
Federal Income Tax Consequences	The exchange of Initial Notes for Exchange Notes pursuant to the Exchange Offer generally will not be a taxable event for U.S. federal income tax purposes. See "Material United States Federal Income Tax Considerations."
Use of Proceeds	We will not receive any cash proceeds from the exchange or issuance of Exchange Notes in connection with the Exchange Offer.
Exchange Agent	Wells Fargo Bank, N.A. is serving as exchange agent in connection with the Exchange Offer. The address and telephone number of the exchange agent are set forth under "The Exchange Offer Exchange Agent." Wells Fargo Bank, N.A. is also the trustee under the indenture governing the Notes.

Table of Contents

Summary of the Terms of the Exchange Notes

Unless specifically indicated, the summary below describes the principal terms of the Notes (including the Exchange Notes). This summary is not intended to be complete. For a more complete understanding of the Notes, please refer to the section entitled "Description of the Notes" in this prospectus. Other than the restrictions on transfer, registration rights and special interest provisions, the Exchange Notes will have the same financial terms and covenants in all material respects as the Initial Notes, which are summarized as follows:

Issuers	CyrusOne LP and CyrusOne Finance Corp.
Notes offered	<p>\$100,000,000 in aggregate principal amount of 6.375% Senior Notes due 2022. The Initial Notes constitute an additional issuance of 6.375% Notes due 2022 pursuant to our indenture, dated as of November 20, 2012, as supplemented, under which \$525,000,000 of 6.375% Senior Notes due 2022 were issued on November 20, 2012 (the "Existing Notes"). The Exchange Notes are identical in all material respects to the terms of the Initial Notes, except for the original date of issuance, the date from which interest will initially begin to accrue, that the Exchange Notes are registered under the Securities Act and that the transfer restrictions, registration rights and related special interest provisions applicable to the Initial Notes do not apply to the Exchange Notes. The Exchange Notes will evidence the same debt as the Initial Notes, and both the Initial Notes and the Exchange Notes will be governed by the same indenture.</p> <p>The Exchange Notes are identical in all material respects to the terms of the Existing Notes, except for the original date of issuance, issue price and the date from which interest will initially begin to accrue. Both the Existing Notes and the Exchange Notes will be governed by the same indenture, will constitute the same class of securities for the purposes of the indenture and will vote together on all matters. The Initial Notes were issued under a CUSIP number different from the CUSIP number applicable to the Existing Notes. Holders that exchange Initial Notes in the Exchange Offer will receive Exchange Notes that have the same CUSIP number as the Existing Notes and, as a result, the Exchange Notes will be fungible in the trading market with the Existing Notes.</p>
Maturity date	November 15, 2022.
Interest	The Notes bear interest at a rate of 6.375% per year, payable semi-annually in cash on May 15 and November 15 of each year. Interest on the Exchange Notes will accrue from the most recent date to which interest on the Initial Notes has been paid, or if no interest has been paid on the Initial Notes, from May 15, 2015. The next interest payment date on the Initial Notes is May 15, 2016.

Table of Contents

Guarantees

The Notes are fully, jointly and severally and unconditionally guaranteed on a senior basis by CyrusOne, the sole beneficial owner and sole trustee of CyrusOne GP, which is the sole general partner of our operating partnership and will also be a guarantor of the Exchange Notes, and all of CyrusOne LP's existing domestic subsidiaries (other than CyrusOne Finance Corp. and CyrusOne Government Services LLC). Each of the guarantors under the Notes also guarantees the credit agreement governing our senior unsecured revolving credit facility and senior unsecured term loan facility (the "Credit Agreement"). Each domestic subsidiary that guarantees indebtedness of CyrusOne LP or any guarantor in the future will also guarantee the Notes.

Ranking

The Notes are:

senior unsecured obligations of the issuers;

pari passu in right of payment with any existing and future unsecured senior indebtedness of the issuers (including the Existing Notes);

senior in right of payment to any future subordinated indebtedness of the issuers, if any;

effectively subordinated in right of payment to all existing and future secured indebtedness of the issuers to the extent of the value of the collateral securing such indebtedness; and

structurally subordinated in right of payment to all indebtedness and other liabilities, including trade payables, of our operating partnership's non-guarantor subsidiaries.
Each guarantee is:

a senior unsecured obligation of such guarantor;