
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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): May 17, 2018

CYRUSONE INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland
(State of incorporation)

001-35789
(Commission File Number)

46-0691837
(IRS Employer Identification No.)

**2101 Cedar Springs Road, Suite 900
Dallas, TX 75201**
(Address of Principal Executive Office)

Registrant's telephone number, including area code: **(972) 350-0060**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 1.01 — Entry into a Material Definitive Agreement.

On May 17, 2018, CyrusOne Dutch Holdings B.V. (“Purchaser”), a Dutch limited liability company and a wholly owned subsidiary of CyrusOne Inc. (the “Company”), and ZTL Seller Rep, LLC, a Delaware limited liability company (in its capacity as representative of the Sellers, as defined below), entered into an amendment (the “Amendment”) to the previously disclosed Sale and Purchase Agreement, dated December 21, 2017, as previously amended, among the Purchaser, CyrusOne LP, a Maryland limited partnership and a wholly owned subsidiary of the Company, Zenium TopCo Limited (“Zenium”), a Cayman Islands company, ZTL Seller Rep, LLC, Quantum Strategic Partners Ltd. (“Quantum”), a Cayman Islands company, and certain other sellers (together with Quantum, the “Sellers”), pursuant to which Purchaser agreed to purchase, and the Sellers agreed to sell, all of the issued share capital in Zenium and certain other affiliated entities.

Pursuant to the Amendment, the parties have agreed to extend the Long Stop Date (as defined in the Sale and Purchase Agreement) to May 25, 2018, after which either the Purchaser or the Sellers may terminate the Sale and Purchase Agreement if the relevant German regulatory approval has not been obtained (the Clearance Condition, as defined in the Sale and Purchase Agreement). The Long Stop Date was previously extended pursuant to amendments to the Sale and Purchase Agreement as disclosed on the Company’s Form 8-K filed on April 26, 2018.

This description is qualified in its entirety by reference to the Sale and Purchase Agreement, which was filed as Exhibit 99.1 to the Company’s Form 8-K filed on December 28, 2017, and the Amendment, which is filed as Exhibit 99.1 to this Form 8-K.

ITEM 9.01 — Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Extension Letter Dated May 17, 2018

SIGNATURES

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

CYRUSONE INC.

Date: May 21, 2018

By: /s/ Robert M. Jackson

Robert M. Jackson

Executive Vice President, General Counsel and Secretary

May 17, 2018

Variation of terms of the sale and purchase agreement (as amended, restated, supplemented or otherwise modified from time to time, the **Agreement**) dated 21 December 2017 between (1) **Quantum Strategic Partners Limited, Franek Sodzawiczny, Matthew Pullen, Louise Jarvis, Julian King, Nigel Rogers, Chester Reid, Michael Venables, Mark O’Keefe, Aslihan Güreşçier, Keith Cronshaw, Pension Partnership SSAS Trustees Limited and Zenium Investorco Limited** (each a **Seller** and together the **Sellers**), (2) **Zenium Topco Limited**, (3) **CyrusOne Dutch Holdings B.V.** (the **Buyer**), (4) **ZTL Seller Rep, LLC** and (5) **CyrusOne LP** for the sale and purchase of all of the issued share capital of **Zenium Topco Limited and Zenium Management Limited**.

This deed (this **Third Side Letter**) sets out the terms on which the Sellers’ Representative (on behalf of the Sellers) and the Buyer have agreed to vary the terms of the Agreement, as varied in accordance with that certain Side Letter entered into between the Sellers’ Representative (on behalf of the Sellers) and the Buyer on April 20, 2018 and as further varied in accordance with that certain Second Side Letter entered into between the Sellers’ Representative (on behalf of the Sellers) and the Buyer on April 26, 2018 (together, the **Side Letters**), in accordance with clause 20.5 of the Agreement. Unless otherwise defined in this Third Side Letter, the terms defined in the Agreement shall have the same meanings in this Third Side Letter.

1 LONGSTOP DATE

1.1 Each of the parties hereby agrees that the definition of Long Stop Date shall be deleted in each of the Agreement and Side Letters in its entirety and replaced with:

“**Long Stop Date**” means May 25, 2018.

2 MISCELLANEOUS

2.1 Except as set forth in this Third Side Letter, nothing contained herein shall operate as an amendment or waiver of any provision of the Agreement, or otherwise waive or impair any party’s right under the Agreement, which shall continue in full force and effect.

2.2 The provisions of clauses 18, 19.1, 20, 21.7, 22, 23 and 24 of the Agreement, mutatis mutandis, are incorporated herein by reference.

[Signature page follows]

AS WITNESS hereof this Third Side Letter has been duly executed as a deed and delivered the day and year first before written.

SIGNED as a **DEED** on behalf of **CYRUSONE DUTCH HOLDINGS**))))
B.V. in the presence of a witness:

/s/ Luke J. Frutkin

Name: Luke Joseph Frutkin
Title: Managing Director A

Signature of Witness:

/s/ Lindsey Bruner

Lindsey Bruner

Name:

/s/ Liselotte FM Heine

Name: Liselotte Francina Maria Heine
Title: Managing Director B

Signature of Witness:

/s/ M.F.J Canters

M.F.J Canters

Name:

SIGNED as a **DEED** on behalf of **ZTL SELLER REP,**)
LLC acting by an authorised signatory of its managing
member, **QUANTUM STRATEGIC PARTNERS LIMITED,** in)
the presence of:

/s/ Thomas L. O'Grady

Attorney-in-Fact

Signature of Witness:

/s/ Roseanne Pinero

Roseanne Pinero

Name: