

Whitestone REIT
Form SC TO-I/A
June 12, 2012

As filed with the Securities and Exchange Commission on June 12, 2012

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

SCHEDULE TO
Tender Offer Statement
under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934
(Amendment No. 2)

Whitestone REIT
Whitestone REIT Operating Partnership, L.P.
(Name of Subject Company (Issuer))

Whitestone REIT
Whitestone REIT Operating Partnership, L.P.
(Names of Filing Person (Issuer))

Class A common shares of Whitestone REIT,
(\$0.001 Par Value)
(Title of Class of Securities)

Units of Limited Partnership of
Whitestone REIT Operating Partnership, L.P.
(Title of Class of Securities)

966084105
(CUSIP Numbers of Class of Securities)

None
(CUSIP Numbers of Class of Securities)

James C. Mastandrea, President and Chief Executive Officer
Whitestone REIT
2600 South Gessner, Suite 500
Houston, Texas 77063
(713) 827-9595
(Name, Address and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

John A. Good, Esq.
Amanda R. Poe, Esq.
Bass, Berry & Sims PLC
100 Peabody Place, Suite 900
Memphis, Tennessee 38103
(901) 543-5900

CALCULATION OF FILING FEE

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Transaction Valuation (1)
\$17,812,890

Amount of Filing Fee
\$2,042

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(1) This valuation assumes the exchange of up to 1,321,431 Class B common shares of Whitestone REIT, the maximum number of shares that may be delivered in connection with the exchange offer. Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(a)(4) under the Securities Exchange Act of 1934, as amended, based on the average of the high and low prices of the Whitestone REIT's Class B common shares on the NYSE Amex on April 25, 2012.

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: \$2,042

Filing Party: Whitestone REIT

Whitestone REIT Operating Partnership, L.P.

Form or Registration No.: Form S-4 (333-180990) Date Filed: April 27, 2012

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

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

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:

SCHEDULE TO

This Amendment No. 2 (this “Amendment”) amends and supplements the tender offer statement on Schedule TO (as amended, the “Schedule TO”) initially filed with the Securities and Exchange Commission (the “SEC”) on April 27, 2012 with respect to an offer, or the Exchange Offer, by Whitestone REIT, a Maryland real estate investment trust, or the Company, and Whitestone REIT Operating Partnership, L.P., a Delaware limited partnership, or the Operating Partnership, to exchange Class B common shares of beneficial interest, \$0.001 par value per share, or Class B common shares, of the Company on a one-for-one basis for (i) up to 867,789 outstanding shares of the Company’s Class A common shares of beneficial interest, \$0.001 par value per share, or Class A common shares; and (ii) up to 453,642 outstanding units of limited partnership in the Operating Partnership, or the OP units, upon the terms and subject to the conditions contained in the prospectus (as may be amended or supplemented from time to time, the “Prospectus”) dated May 10, 2012, which forms part of the Company’s and the Operating Partnership’s joint Registration Statement on Form S-4 (File Nos. 333-180990 and 333-180990-01) originally filed with the SEC on April 27, 2012 (as amended, the “Registration Statement”), and the related letters of transmittal, copies of which are included herein as Exhibits (a)(1)(i) and (a)(1)(ii), respectfully.

This Amendment is being filed to report the results of the Exchange Offer. The following information is furnished pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended:

1. The Exchange Offer expired at 5:00 p.m., New York City time, on Friday, June 8, 2012, and any Class A common shares and OP units previously surrendered for exchange could be validly withdrawn at any time prior to 5:00 p.m., New York City time, on Friday, June 8, 2012.
 2. 426,986 Class A common shares were validly tendered and accepted for exchange.
 3. The Class A common shares were not subject to proration.
 4. 121,156 OP units were validly tendered and accepted for exchange.
 5. The OP units were not subject to proration.
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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.

Whitestone REIT

By: /s/ David K. Holeman
David K. Holeman
Chief Financial Officer

Whitestone REIT Operating Partnership, L.P.

By: Whitestone REIT, its General Partner
By: /s/ David K. Holeman
David K. Holeman
Chief Financial Officer

Date: June 12, 2012

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)	Prospectus, dated May 10, 2012 (incorporated by reference to the Registration Statement on Form S-4 (File No. 333-180990) filing pursuant to Rule 424(b)(3) on May 10, 2012)
(a)(1)(ii)*	Letter of Transmittal for Class A common shares
(a)(1)(iii)*	Letter of Transmittal for OP units
(a)(4)	Incorporated by reference herein to Exhibit (a)(1)(i) hereof
(h)(i)	Opinion of Venable LLP (incorporated by reference to Exhibit 5.1 to the Registration Statement on Form S-4 (File No. 333-180990), filed on April 27, 2012)
h(ii)	Opinion of Bass, Berry & Sims PLC (incorporated by reference to Exhibit 8.1 to the Registration Statement on Form S-4 (File No. 333-180990), filed on April 27, 2012)

*Previously filed.