

SPIRIT REALTY CAPITAL, INC.

Form 4

March 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOLAN THOMAS H JR

2. Issuer Name **and** Ticker or Trading
Symbol
SPIRIT REALTY CAPITAL, INC.
[SRC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O SPIRIT REALTY CAPITAL,
INC., 2727 N. HARWOOD
STREET, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

DALLAS, TX 75201

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/01/2017		S	15,000	(A) or (D) D (1) (2) \$ 10.8473	818,186	D
Common Stock, par value \$0.01 per share	03/01/2017		F	18,667	D (3) \$ 10.9	799,519	D

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Common
Stock, par
value
\$0.01 per
share

03/02/2017

A

160,714

A
(4)

\$ 10.85

960,233

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOLAN THOMAS H JR
C/O SPIRIT REALTY CAPITAL, INC.
2727 N. HARWOOD STREET, SUITE 300
DALLAS, TX 75201

X

Chief Executive Officer

Signatures

/s/ Phillip Joseph D. Jr., as attorney-in-fact for Thomas H.
Nolan, Jr.

03/03/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sales made pursuant to a previously established Rule 10b5-1 plan.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.75 to \$10.94 per share, inclusive. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price point upon request of the Securities and Exchange Commission staff, issuer, or stockholder of issuer.
- (2)

- Represents shares surrendered to Issuer in connection with the issuance of performance share awards to satisfy the income tax withholding and remittance obligations of the reporting person at a net settlement price equal to the closing price on NYSE on March 1, 2017 of \$10.90 and does not represent a sale by the reporting person.
- (3)

- Shares of Restricted Stock granted pursuant to the Company's Incentive Award Plan. The shares of Restricted Stock vest annually in three equal installments beginning on February 1, 2018.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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