

McGuire Richard
Form 4
March 28, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCATO CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

ONE MONTGOMERY
STREET, SUITE 3250

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CyrusOne Inc. [CONE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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, \$0.01 par value per share | 02/28/2013 | | P | 167,066 A | \$ 21.25 2,502,292 | I | See Footnote (1) |
| Common Stock, \$0.01 par value per share | 03/01/2013 | | P | 56,000 A | \$ 21.35 2,558,292 | I | See Footnote (1) |
| Common Stock, | 03/04/2013 | | P | 6,600 A | \$ 22.02 2,564,892 | I | See Footnote |

| | | | | | | | | | |
|------------------------------------------|------------|---|--------|---|----------|-----------|---|--|------------------|
| \$0.01 par value per share | | | | | | | | | (1) |
| Common Stock, \$0.01 par value per share | 03/05/2013 | P | 25,002 | A | \$ 22.79 | 2,589,894 | I | | See Footnote (1) |
| Common Stock, \$0.01 par value per share | 03/12/2013 | P | 2,500 | A | \$ 22.02 | 2,592,394 | I | | See Footnote (1) |

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

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(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | 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

MARCATO CAPITAL MANAGEMENT LLC
ONE MONTGOMERY STREET
SUITE 3250
SAN FRANCISCO, CA 94104

X

X

McGuire Richard
 ONE MONTGOMERY STREET
 SUITE 3250
 SAN FRANCISCO, CA 94104

Marcato International Master Fund, Ltd.
 C/O OGIER FIDUCIARY SERVICES (CAYMAN)LTD
 89 NEXUS WAY, CAMANA BAY
 GRAND CAYMAN, E9 KY1-9007 X

Marcato, L.P.
 ONE MONTGOMERY STREET
 SUITE 3250
 SAN FRANCISCO, CA 94104 X

Marcato II, L.P.
 ONE MONTGOMERY STREET
 SUITE 3250
 SAN FRANCISCO, CA 94104 X

Signatures

Marcato Capital Management LLC; By: /s/ Richard McGuire III, Managing Member 03/28/2013

__Signature of Reporting Person Date

/s/ Richard McGuire III 03/28/2013

__Signature of Reporting Person Date

Marcato International Master Fund, Ltd., By: /s/ Richard McGuire III, Director 03/28/2013

__Signature of Reporting Person Date

Marcato, L.P., By: /s/ Richard McGuire III, Director 03/28/2013

__Signature of Reporting Person Date

Marcato II, L.P., By: /s/ Richard McGuire III, Director 03/28/2013

__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) The securities are held in the account of Marcato International Master Fund, Ltd., Marcato, L.P. and Marcato II, L.P. (collectively, the "Funds") and may be deemed to be beneficially owned by (i) Marcato Capital Management LLC, the investment manager or general partner, as applicable, of the Funds, and (ii) Richard McGuire III, the managing member of Marcato Capital Management LLC. Each of Marcato Capital Management LLC and Richard McGuire III disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.