

**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. 6)**

CoreSite Realty Corporation

(Name of Subject Company (Issuer))

Appleseed Merger Sub LLC

(Offeror)

**American Tower Corporation
American Tower Investments LLC**

Appleseed Holdco LLC

(Parents of Offeror)
(Names of Filing Persons)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

21870Q105
(Cusip Number of Class of Securities)

Edmund DiSanto, Esq.
Executive Vice President, Chief Administrative Officer, General Counsel and Secretary
c/o American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116
(617) 375-7500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Benet J. O'Reilly
Kimberly R. Spierri
Michael Saliba
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
212-225-2000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$7,526,200,220.00	\$697,678.76

* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Transaction Valuation was calculated on the basis of the sum of (i) the product of (x) 43,672,637 shares of common stock of CoreSite Realty Corporation ("CoreSite") issued and outstanding (other than shares subject to restricted stock awards of CoreSite and performance stock awards of CoreSite) and (y) the offer price of \$170.00 per share, (ii) the product of (x) 80,710 shares of common stock issuable pursuant to outstanding restricted stock units of CoreSite and (y) the offer price of \$170.00 per share, and (iii) the product of (x) 518,419 shares of common stock subject to outstanding restricted stock awards of CoreSite and performance stock awards of Coresite and (y) the offer price of \$170.00 per share. The calculation of the filing fee is based on information provided by CoreSite as of November 23, 2021.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory #1 for fiscal year 2022, effective October 1, 2021, by multiplying the transaction value by 0.00009270.

Check 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: \$697,678.76

Filing Party: Appleseed Merger Sub LLC
American Tower Corporation
American Tower Investments LLC
Appleseed Holdco LLC

Form or Registration No.: Schedule TO

Date Filed: November 29, 2021

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.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-
-

This Amendment No. 6 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Appleseed Merger Sub LLC, a Maryland limited liability company (“Purchaser”), and a wholly owned direct subsidiary of Appleseed Holdco LLC, a Delaware limited liability company (“Holdco”), and a wholly owned indirect subsidiary of American Tower Investments LLC, a California limited liability company (“Parent”), and a wholly owned indirect subsidiary of American Tower Corporation, a Delaware corporation (“ATC”), with the Securities and Exchange Commission on November 29, 2021 (together with any subsequent amendments and supplements thereto, including this Amendment, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, \$0.01 par value per share (“Shares”), of CoreSite Realty Corporation, a Maryland corporation (“CoreSite”), at a price of \$170.00 per Share, without interest and subject to any applicable withholding taxes, net to the seller in cash, upon the terms and subject to the conditions described in the Offer to Purchase dated November 29, 2021 (together with any amendments or supplements thereto, the “Offer to Purchase”) and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto and with the Offer to Purchase, the “Offer”), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

ITEMS 1 THROUGH 9 and ITEM 11.

The information set forth in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO (to the extent such Items incorporate by reference the information contained in the Offer to Purchase), is hereby amended and supplemented by adding the following paragraphs:

“Consummation of the Offer and the Mergers.

The Offer expired at one minute after 11:59 p.m., Eastern Time, on December 27, 2021. The Depository advised Purchaser that, as of the expiration of the Offer, a total of 31,443,126 Shares were validly tendered and not validly withdrawn, representing approximately 71.15% of the Shares outstanding as of the expiration of the Offer.

As of the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the Minimum Tender Condition, and all other conditions to the Offer were satisfied or waived. Purchaser has irrevocably accepted for payment all Shares validly tendered and not validly withdrawn pursuant to the Offer.

ATC, Parent, Holdco and Purchaser expect to complete the acquisition of CoreSite on December 28, 2021 by (a) consummating the REIT Merger in accordance with Section 3-106.1 of the MGCL, (b) substantially concurrently with the REIT Merger, consummating the OP Merger and (c) following the REIT Merger and the OP Merger, consummating the Holdco Merger, in each case, pursuant to and in accordance with the terms of the Merger Agreement. At the effective time of the REIT Merger, each Share issued and outstanding immediately prior to such time (other than (i) certain restricted Shares and (ii) Shares held by the Parent Parties) will be converted into the right to receive an amount in cash equal to the Offer Price. At the effective time of the OP Merger, each partnership unit issued and outstanding and held by a limited partner of the OP (excluding CoreSite) will be converted into the right to receive an amount in cash equal to the Offer Price.

Following consummation of the REIT Merger, the Shares will be delisted and will cease trading on the NYSE.

ATC, Parent, Holdco and Purchaser intend to take steps to cause the termination of the registration of the Shares under the Exchange Act and to suspend all of CoreSite’s reporting obligations under the Exchange Act as promptly as practicable.

The full text of the press release issued by ATC on December 28, 2021 in connection with the expiration of the Offer and the Mergers is attached hereto as Exhibit (a)(5)(H) and is incorporated herein by reference.”

ITEM 12.

Item 12 of the Schedule TO is amended and supplemented by adding the following:

Index No.

(a)(5)(H) [Press Release issued by American Tower Corporation on December 28, 2021.](#)

SIGNATURE

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.

Dated: December 28, 2021

APPLESEED MERGER SUB LLC

By: /s/ Edmund DiSanto
Name: Edmund DiSanto
Title: Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

APPLESEED HOLDCO LLC

By: /s/ Edmund DiSanto
Name: Edmund DiSanto
Title: Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

AMERICAN TOWER INVESTMENTS LLC

By: /s/ Edmund DiSanto
Name: Edmund DiSanto
Title: Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

AMERICAN TOWER CORPORATION

By: /s/ Edmund DiSanto
Name: Edmund DiSanto
Title: Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	
(a)(1)(A)	<u>Offer to Purchase, dated November 29, 2021.*</u>
(a)(1)(B)	<u>Form of Letter of Transmittal.*</u>
(a)(1)(C)	<u>Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*</u>
(a)(1)(D)	<u>Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*</u>
(a)(1)(E)	<u>Form of Summary Advertisement, published November 29, 2021 in <i>The Wall Street Journal</i>.*</u>
(a)(5)(A)	<u>Presentation made available by American Tower Corporation on its website to investors on November 15, 2021 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by ATC, Holdco and Purchaser with the SEC on November 15, 2021).*</u>
(a)(5)(B)	<u>Joint Press Release issued by American Tower Corporation and CoreSite Realty Corporation on November 15, 2021 (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by ATC, Holdco and Purchaser with the SEC on November 15, 2021).*</u>
(a)(5)(C)	<u>Notice of Merger issued by Appleseed Merger Sub LLC, dated November 26, 2021 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by ATC, Parent, Holdco and Purchaser with the SEC on November 26, 2021).*</u>
(a)(5)(D)	<u>Transcript of American Tower Corporation investor call on November 15, 2021 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by ATC, Holdco and Purchaser with the SEC on November 16, 2021).*</u>
(a)(5)(E)	<u>Press Release issued by American Tower Corporation on November 29, 2021.*</u>
(a)(5)(F)	<u>Excerpts of the transcript of an interview with an executive of ATC at the Fifth Annual Virtual Wells Fargo TMT Summit on December 1, 2021, available on ATC's external website.*</u>
(a)(5)(G)	<u>Transcript of an interview with an executive of ATC at the UBS Global TMT Conference on December 6, 2021, available on ATC's external website.*</u>
(a)(5)(H)	<u>Press Release issued by American Tower Corporation on December 28, 2021.</u>
(b)(1)	<u>Commitment Letter, dated as of November 14, 2021, between ATC and JPMorgan Chase Bank, N.A.*</u>
(b)(2)	<u>Third Amended and Restated Multicurrency Revolving Credit Agreement, dated as of December 8, 2021, by and among ATC, as borrower, Toronto Dominion (Texas) LLC, as administrative agent, and the lenders party thereto.*</u>
(b)(3)	<u>Fourth Amended and Restated Revolving Credit Agreement, dated as of December 8, 2021, by and among ATC, as borrower, Toronto Dominion (Texas) LLC, as administrative agent, and the lenders party thereto.*</u>
(b)(4)	<u>Second Amended and Restated Term Loan Agreement, dated as of December 8, 2021, by and among ATC, as borrower, Mizuho Bank, Ltd., as administrative agent, and the lenders party thereto.*</u>
(b)(5)	<u>364-Day Term Loan Agreement, dated as December 8, 2021, by and among ATC, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.*</u>
(b)(6)	<u>2-Year Term Loan Agreement, dated as December 8, 2021, by and among ATC, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.*</u>
(d)(1)	<u>Agreement and Plan of Merger, dated as of November 14, 2021, among Parent, Holdco, Purchaser, Appleseed OP Merger Sub LLC, CoreSite, CoreSite, L.P. and ATC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by ATC with the Securities and Exchange Commission on November 15, 2021).*</u>
(d)(2)	<u>Mutual Confidential Disclosure Agreement, dated as of September 4, 2021, between CoreSite and American Tower LLC (incorporated by reference to Exhibit (e)(2) to the Schedule 14D-9 filed by CoreSite with the Securities and Exchange Commission on November 29, 2021).*</u>
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.



ATC Contact: Adam Smith
 Vice President, Investor Relations
 Telephone: (617) 375-7500

AMERICAN TOWER ANNOUNCES EXPIRATION OF TENDER OFFER PERIOD FOR OUTSTANDING SHARES OF CORESITE REALTY CORPORATION

Boston, Massachusetts – December 28, 2021 – American Tower Corporation (NYSE: AMT) (“American Tower”) announced today the expiration of its previously announced tender offer for all outstanding shares of common stock of CoreSite Realty Corporation (NYSE: COR) (“CoreSite”). American Tower intends to promptly complete the acquisition of CoreSite through a merger of one of its wholly owned subsidiaries with and into CoreSite.

The previously announced tender offer expired one minute after 11:59 p.m. (Eastern time) on Monday, December 27, 2021, and was not extended. The depositary for the tender offer advised American Tower and CoreSite that immediately prior to the tender offer’s expiration there were validly tendered and not validly withdrawn, a total of 31,443,126 shares of CoreSite’s common stock, representing approximately 71.15% of the shares of CoreSite’s common stock outstanding immediately prior to the tender offer’s expiration. Appleseed Merger Sub LLC, American Tower’s wholly owned subsidiary, accepted for payment all shares validly tendered and not validly withdrawn in the tender offer and will promptly pay for all such tendered shares in accordance with the terms of the tender offer. Accordingly, American Tower intends to promptly consummate the merger of Appleseed Merger Sub LLC with and into CoreSite on December 28, 2021, with CoreSite continuing as the surviving corporation and a wholly owned subsidiary of American Tower. In connection with the consummation of the merger, the CoreSite shares will be delisted and cease trading on the New York Stock Exchange.

In connection with the merger, each share of CoreSite common stock issued and outstanding immediately prior to the effective time of the merger (other than certain restricted shares and shares held by certain American Tower subsidiaries) will be converted into the right to receive \$170.00 per share in cash, the same amount per share paid in the tender offer.

About American Tower

American Tower, one of the largest global REITs, is a leading independent owner, operator and developer of multitenant communications real estate with a portfolio of approximately 219,000 communications sites. For more information about American Tower, please visit the “Earnings Materials” and “Investor Presentations” sections of our investor relations website at www.americantower.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains statements about future events and expectations, or “forward-looking statements,” all of which are inherently uncertain. We have based these forward-looking statements on management’s current expectations and assumptions and not on historical facts. When we use words such as “projects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “expects,” “forecasts,” “should,” “would,” “could,” “may” or similar expressions, we are making forward-looking statements. Examples of these statements include, but are not limited to, statements regarding the proposed closing of the transaction described above, American Tower’s ability to successfully integrate the assets it acquires or utilize such assets to their full capacity, including the integration of CoreSite following the consummation of the transaction described above, expected financial projections for the real estate portfolio and the impact on American Tower’s consolidated results and the expected consideration. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those indicated in such forward-looking statements, including but not limited to the ability of the parties to consummate the transaction described above, uncertainties as to the timing of the transaction described above, the effects of the transaction described above on relationships with employees, other business partners or governmental entities and the ability of American Tower to realize the benefits it expects from the transaction described above. For additional important factors that may cause actual results to differ materially from those indicated in these forward-looking statements, we refer you to the information contained in Item 1A of

American Tower's and CoreSite's annual reports on Forms 10-K for the year ended December 31, 2020, each under the caption "Risk Factors" and in other periodic filings American Tower and CoreSite make with the Securities and Exchange Commission, including current reports on Form 8-K and quarterly reports on Form 10-Q.

You should keep in mind that any forward-looking statement we make in this press release speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. American Tower does not undertake any obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances except as may be required by law.

###