

Spirit Realty Capital, Inc.  
Form 8-K/A  
September 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 2)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 17, 2013

**Spirit Realty Capital, Inc.**

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction)

000-51963  
(Commission)

20-1676382  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

16767 North Perimeter Drive, Suite 210, Scottsdale, Arizona 85260

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (480) 606-0820

**Cole Credit Property Trust II, Inc.**

2325 East Camelback Road, Suite 1100, Phoenix, Arizona 85016

(Former name or former address, if changed since last report.)

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 Instructions A.2.):

- .. 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))

**Amendment No. 2**

**Introductory Note**

This Current Report on Form 8-K/A (this Amendment) is being filed by Spirit Realty Capital, Inc. (f/k/a Cole Credit Property Trust II, Inc.), a Maryland corporation (the Company), to amend its Current Report on Form 8-K/A (the Prior 8-K/A) filed with the Securities and Exchange Commission (the SEC) on August 12, 2013 (File No. 001-36004) in connection with the consummation on July 17, 2013 of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of January 22, 2013, as amended by the First Amendment to Agreement and Plan of Merger, dated as of May 8, 2013, by and among Company, Spirit Realty Capital, Inc., a Maryland corporation (Old Spirit), Cole Operating Partnership II, LP, a Delaware limited partnership, and Spirit Realty, L.P., a Delaware limited partnership.

A Current Report on Form 8-K was filed by the Company on July 17, 2013 (the Original Form 8-K), to report, among other Items, the completion of its Merger under Items 2.01 and 9.01. The Prior 8-K/A was filed by the Company on August 12, 2013, as an amendment (Amendment No. 1) to the Original Form 8-K to include the financial information required under parts (a) and (b) of Item 9.01. This Amendment is being filed as an amendment (Amendment No. 2) to the Prior 8-K/A to revise certain unaudited pro forma financial information in part (b) of Item 9.01 due to a reduction in non-cash interest expense contained in the unaudited pro forma condensed consolidated financial statements for the six months ended June 30, 2013 and twelve months ended December 31, 2012. The reduction of pro forma interest expense related to the amortization of premium recorded on mortgage and notes payable following the purchase accounting fair value measurement of the mortgages and notes payable assumed. The unaudited pro forma information was filed as Exhibit 99.4 to Amendment No. 1 to the Original Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

*(b) Pro Forma Financial Information*

The unaudited pro forma condensed consolidated financial statements of Spirit Realty Capital, Inc., as of and for the six month period ended June 30, 2013 and for the year ended December 31, 2012 filed herewith and attached hereto as Exhibit 99.4 are incorporated herein by reference.

*(d) Exhibits*

99.4 Unaudited pro forma condensed consolidated financial statements of Spirit Realty Capital, Inc. (f/k/a Cole Credit Property Trust II, Inc.) as of and for the six month period ended June 30, 2013 and for the year ended December 31, 2012.

**Signatures**

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

SPIRIT REALTY CAPITAL, INC.

By: /s/ Michael A. Bender  
Michael A. Bender  
*Chief Financial Officer, Senior Vice  
President,  
Assistant Secretary and Treasurer*

Date: August 30, 2013

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.4               | Unaudited pro forma condensed consolidated financial statements of the Spirit Realty Capital, Inc. (f/k/a Cole Credit Property Trust II, Inc.) as of and for the six months ended June 30, 2013 and for the year ended December 31, 2012. |