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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**October 1, 2015  
(Date of Report (Date of Earliest Event Reported))**

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**EXTRA SPACE STORAGE INC.**  
(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-32269**  
(Commission  
File Number)

**20-1076777**  
(IRS Employer  
Identification Number)

**2795 East Cottonwood Parkway, Suite 400  
Salt Lake City, Utah 84121**  
(Address of Principal Executive Offices)

**(801) 365-4600**  
(Registrant's Telephone Number, Including Area Code)

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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 Instruction A.2. below):

- 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))
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## Introductory Note

On June 15, 2015, Extra Space Storage Inc., a Maryland corporation (the “Company”), Extra Space Storage LP, a Delaware limited partnership (“Extra Space OP”), Edgewater REIT Acquisition (MD) LLC, a Maryland limited liability company and an indirect wholly-owned subsidiary of Extra Space OP (“Merger Sub I”), Edgewater Partnership Acquisition (DE) LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of Extra Space OP (“Merger Sub II”), SmartStop Self Storage, Inc., a Maryland corporation (“SmartStop”) and SmartStop Self Storage Operating Partnership, L.P., a Delaware limited partnership (“SmartStop OP”), entered into a definitive Agreement and Plan of Merger, as amended by Amendment No. 1 on July 16, 2015 (the “Merger Agreement”). This Current Report on Form 8-K is being filed in connection with the completion on October 1, 2015 of the transactions contemplated by the Merger Agreement.

### Item 2.01. Completion of Acquisition or Disposition of Assets.

The information provided in the Introductory Note of this Current Report on Form 8-K is incorporated by reference herein.

Pursuant to the terms and conditions set forth in the Merger Agreement, on October 1, 2015: (i) the Company acquired SmartStop by way of a merger of SmartStop with and into Merger Sub I, with Merger Sub I being the surviving entity (the “Company Merger”), (ii) immediately after the Company Merger, but before the Partnership Merger (as defined herein), Merger Sub I transferred (the “Transfer”) certain of its limited partnership units of SmartStop OP to a subsidiary of the Company, and (iii) immediately after the Transfer, Merger Sub II merged with and into SmartStop OP, with SmartStop OP continuing as the surviving entity and an indirect wholly-owned subsidiary of Extra Space OP (the “Partnership Merger” and, together with the Company Merger, the “Mergers”).

At the effective time of the Company Merger (the “Company Merger Effective Time”), each share of common stock, \$0.001 par value per share, of SmartStop (the “Common Stock”) issued and outstanding immediately prior to the Company Merger Effective Time was automatically converted into the right to receive an amount in cash equal to \$13.75 per share, without interest and less any applicable withholding taxes (the “Merger Consideration”). All shares of Common Stock that were subject to vesting and other restrictions also became fully vested and converted into the right to receive the Merger Consideration.

At the effective time of the Partnership Merger (the “Partnership Merger Effective Time”), each operating partnership unit of SmartStop OP (“SmartStop OP Unit”) issued and outstanding immediately prior to the Partnership Merger Effective Time (other than SmartStop OP Units owned by Merger Sub I as the surviving company in the Company Merger or any other subsidiary of the Company) was automatically converted into the right to receive \$13.75 per share, without interest and less any applicable withholding taxes, unless the holder of such SmartStop OP Unit was an “accredited investor” as defined by Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”) and made a valid election to receive common partnership units of Extra Space OP in lieu of cash, with each unit held by such SmartStop OP unit holder being converted into the right to receive 0.2031 common operating partnership units of Extra Space OP, including the right to receive cash in lieu of any fractional interests in such units.

In connection with the Merger Agreement, immediately prior to the Company Merger Effective Time, SmartStop and SmartStop OP sold certain assets identified by Extra Space as being not complementary with the Extra Space asset portfolio, including SmartStop’s non-traded REIT platform and certain property located in Ladera Ranch, California and Toronto, Canada.

The description of the Company Merger, the Partnership Merger and the Merger Agreement contained in this Item 2.01 does not purport to be complete and is subject to and qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (the “SEC”) on June 15, 2015, as amended by Amendment No. 1, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the SEC on July 16, 2015, and is incorporated by reference herein.

**Item 7.01. Regulation FD Disclosure.**

On October 1, 2015, the Company issued a press release announcing the closing of the Mergers. A copy of the press release is attached hereto as Exhibit 99.1. The information contained in Item 7.01 of this Current Report, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

***(a) Financial Statements of Businesses Acquired***

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

***(b) Pro Forma Financial Information***

The pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

***(d) Exhibits***

99.1 Press Release issued by Extra Space Storage Inc., dated October 1, 2015.

**SIGNATURES**

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

EXTRA SPACE STORAGE INC.

Date: October 1, 2015

By /s/ Gwyn McNeal

Name: Gwyn McNeal

Title: Executive Vice President and Chief Legal Officer

FOR IMMEDIATE RELEASE

**Press Contact:**

Jeff Norman  
Extra Space Storage  
(801) 365-1759  
jnorman@extraspaces.com

**Extra Space Storage Inc. Closes Acquisition of SmartStop Self Storage, Inc.****Acquisition adds 122 owned and 43 managed stores to the Extra Space Storage platform**

**SALT LAKE CITY – October 1, 2015** – Extra Space Storage Inc. (“Extra Space”) (NYSE: EXR), a leading owner and operator of self-storage properties, announced today it has completed its acquisition of SmartStop Self Storage, Inc. (SmartStop), a public, non-traded real estate investment trust (REIT). SmartStop stockholders approved the transaction at their shareholder meeting held on September 29, 2015. Stockholders received \$13.75 per share in cash which represents a total purchase price of approximately \$1.4 billion. Extra Space paid approximately \$1.31 billion, and the remaining \$90 million came from the sale of certain assets by SmartStop immediately prior to closing.

As a result of the SmartStop acquisition, Extra Space acquired 122 stores and assumed the property management of 43 stores previously managed by SmartStop.

“We are excited about the merger of these two great companies and the expansion of our national portfolio and operating platform,” commented Spencer Kirk, Chief Executive Officer of Extra Space Storage. “The additional scale increases our presence in existing markets, and should enhance our ability to source customers online. I want to thank the employees of both companies for their hard work and strong execution on this transaction.”

**Transaction Advisors**

Latham & Watkins LLP; Holland & Hart LLP; Sive, Paget & Riesel P.C. and Jones Waldo Holbrook & McDonough, PC acted as Extra Space Storage’s outside legal counsel in connection with this transaction.

**About Extra Space Storage Inc.**

Extra Space Storage Inc., headquartered in Salt Lake City, is a fully integrated, self-administered and self-managed real estate investment trust. As of October 1, 2015, Extra Space owned and/or operated 1,335 self-storage properties in 36 states, Washington, D.C. and Puerto Rico. Extra Space’s properties comprise

approximately 885,000 units and approximately 99.8 million square feet of rentable space. Extra Space Storage Inc. offers customers a wide selection of conveniently located and secure storage units across the country, including boat storage, RV storage and business storage. Extra Space is the second largest owner and/or operator of self-storage properties in the United States.

For more information, please visit [www.extraspace.com](http://www.extraspace.com).

### **Forward Looking Statement**

Certain information set forth in this release contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements include statements concerning the benefits of the SmartStop acquisition, and other statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions and other information that is not historical information. In some cases, forward-looking statements can be identified by terminology such as “believes,” “estimates,” “expects,” “may,” “will,” “should,” “anticipates,” or “intends,” or the negative of such terms or other comparable terminology, or by discussions of strategy. We may also make additional forward-looking statements from time to time. All such subsequent forward-looking statements, whether written or oral, by us or on our behalf, are also expressly qualified by these cautionary statements. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in or contemplated by this release. Any forward-looking statements should be considered in light of the risks referenced in the “Risk Factors” section included in our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Such factors include, but are not limited to:

- adverse changes in general economic conditions, the real estate industry and the markets in which we operate;
- failure to close pending acquisitions on expected terms, or at all;
- failure to successfully integrate acquired self-storage facilities, including facilities acquired through the SmartStop acquisition;
- the effect of competition from new and existing self-storage facilities or other storage alternatives, which could cause rents and occupancy rates to decline;
- difficulties in our ability to evaluate, finance, complete and integrate acquisitions and developments successfully and to lease up those stores, which could adversely affect our profitability;
- potential liability for uninsured losses and environmental contamination;

- the impact of the regulatory environment as well as national, state and local laws and regulations, including, without limitation, those governing REITs, tenant reinsurance and other aspects of our business, which could adversely affect our results;
- disruptions in credit and financial markets and resulting difficulties in raising capital or obtaining credit at reasonable rates or at all, which could impede our ability to grow;
- increased interest rates and operating costs;
- reductions in asset valuations and related impairment charges;
- the failure of our joint venture partners to fulfill their obligations to us or their pursuit of actions that are inconsistent with our objectives;
- the failure to maintain our REIT status for federal income tax purposes;
- economic uncertainty due to the impact of war or terrorism, which could adversely affect our business plan; and
- difficulties in our ability to attract and retain qualified personnel and management members.

All forward-looking statements are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them, but there can be no assurance that management's expectations, beliefs and projections will result or be achieved. All forward-looking statements apply only as of the date made. We undertake no obligation to publicly update or revise forward-looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

SOURCE Extra Space Storage Inc.

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