

SPIRIT REALTY CAPITAL, INC.  
Form DEFA14A  
April 16, 2013

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

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**Spirit Realty Capital, Inc.**

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statements, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**April 16, 2013**

**Spirit Realty Capital, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-32386**  
(Commission

File Number)

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

**20-0175773**  
(IRS Employer

Identification No.)

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(Address of principal executive offices) (Zip Code)

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

N/A

(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))

**Item 8.01 Other Events.**

On April 16, 2013, Tom Nolan, Chairman and Chief Executive Officer of Spirit Realty Capital, Inc. ( Spirit ), sent a letter to stockholders of record as of April 1, 2013 requesting them to review the recently mailed proxy materials and encourage stockholders to submit a proxy to vote their shares on the proposal to approve the merger between Spirit and Cole Credit Property Trust II, Inc. ( CCPT II ), among other matters. A copy of the letter is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Additional Information and Where to Find It**

This report is not a substitute for the Registration Statement on Form S-4 (File No. 333-187122) that CCPT II filed with the Securities and Exchange Commission ( SEC ) in connection with the proposed merger with Spirit, or the definitive joint proxy statement/prospectus sent to security holders of CCPT II and Spirit on or about April 2, 2013 seeking their approval of the proposed merger. INVESTORS AND SECURITY HOLDERS OF CCPT II AND SPIRIT ARE URGED TO CAREFULLY READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS DATED APRIL 2, 2013, WHICH WAS SENT TO SECURITY HOLDERS OF CCPT II AND SPIRIT ON OR ABOUT APRIL 2, 2013, AS IT CONTAINS IMPORTANT INFORMATION, INCLUDING DETAILED RISK FACTORS. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by CCPT II and Spirit with the SEC at the SEC s web site at www.sec.gov. Copies of the documents filed by CCPT II with the SEC will be available free of charge by directing a written request to Cole Credit Property Trust II, Inc., 2325 East Camelback Road, Suite 1100, Phoenix, Arizona, 85016, Attention: Investor Relations. Copies of the documents filed by Spirit with the SEC will be available free of charge on Spirit s website at www.spiritrealty.com or by directing a written request to Spirit Realty Capital, Inc., 16767 North Perimeter Drive, Suite 210, Scottsdale, Arizona 85260, Attention: Investor Relations.

**Participants in the Solicitation**

CCPT II and Spirit and their respective directors, executive officers and certain members of management and employees may be considered participants in the solicitation of proxies from CCPT II s stockholders and Spirit s stockholders in connection with the merger. Information regarding such persons and a description of their interests in the merger is available in the joint proxy statement/prospectus filed with the SEC.

Nothing contained herein shall constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

**Forward-Looking Statements**

Certain statements contained herein, other than historical facts, may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including statements regarding the merger and the ability to consummate the merger. Spirit intends for all such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act, as applicable. Such statements include, in particular, statements about Spirit s plans, strategies, and prospects and are subject to certain risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of Spirit s performance in future periods. Such forward-looking statements can generally be identified by Spirit s use of forward-looking terminology such as may, will, would, could, should, expect, intend, anticipate, estimate, believe, continue, or other similar words. Readers are cautioned not to rely on these forward-looking statements, which speak only as of the date this report is filed with the SEC. We make no representation or warranty (express or implied) about the accuracy of any such forward-looking statements contained in this report, and Spirit does not intend, and undertakes no obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Number Exhibit**

99.1 Chairman and Chief Executive Officer letter to Stockholders, dated April 16, 2013.

**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.

SPIRIT REALTY CAPITAL, INC.

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

Date: April 16, 2013



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Chairman and Chief Executive Officer letter to Stockholders, dated April 16, 2013

April 16, 2013

Dear Stockholder,

As previously announced on January 22, 2013, the Boards of Directors of Spirit Realty Capital, Inc. ( Spirit ), and Cole Credit Property Trust II, Inc. ( CCPT II ), unanimously approved a definitive agreement to merge the companies (the Merger Agreement ) to create one of the largest publicly traded triple-net-lease real estate investment trusts in the United States. Under the terms of the Merger Agreement, the combined company ( Combined Corporation ) will be managed by Spirit and retain the name of Spirit Realty Capital, Inc. The Combined Corporation intends to list its shares on the New York Stock Exchange under Spirit s existing ticker, SRC. If the merger is completed pursuant to the Merger Agreement, Spirit stockholders will receive 1.9048 of newly issued shares of the Combined Corporation for each share of Spirit common stock they own.

In connection with the proposed merger, proxy materials were recently mailed for Spirit s special meeting of stockholders to be held on June 12, 2013. At this special meeting, stockholders will be asked to vote on (i) a proposal to approve the merger and the other transactions contemplated by the Merger Agreement and (ii) a proposal to adjourn the meeting to a later date, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger and the other transactions contemplated by the Merger Agreement. The record date for determining the stockholders entitled to receive notice of, and to vote at the special meeting of the stockholders is March 27, 2013.

Whether or not stockholders plan to attend the special meeting, we ask that they please submit a proxy to vote their shares as promptly as possible to ensure they are represented. We encourage stockholders to review the proxy materials including the prospectus prior to voting as they contain important information about Spirit, CCPT II, the merger, the Merger Agreement and the meeting. Stockholders will be able to submit their votes online via the internet, by phone or by mail.

On behalf of the entire team at Spirit, we thank you for your support as we continue to pursue opportunities that enhance shareholder value.

Sincerely,

Thomas H. Nolan, Jr.

Chairman and Chief Executive Officer

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This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

### **Forward-Looking Statements**

Certain statements contained in this document, other than historical facts, may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including statements regarding the merger and the ability to consummate the merger. We intend for all such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act, as applicable. Such statements include, in particular, statements about our plans, strategies, and prospects and are subject to certain risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of our performance in future periods. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as may, will, would, could, should, expect, intend, anticipate, estimate, believe, continue, or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this document is filed with the SEC. We make no representation or warranty (express or implied) about the accuracy of any such forward-looking statements contained in this document, and we do not intend, and undertake no obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.