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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

**(Rule 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)**

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**CoreSite Realty Corporation**  
(Name of Subject Company)

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**CoreSite Realty Corporation**  
(Name of Person Filing Statement)

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**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
(Title of Class of Securities)

**21870Q105**  
(CUSIP Number of Class of Securities)

**Jeffery S. Finin  
Chief Financial Officer  
CoreSite Realty Corporation  
1001 17th Street, Suite 500  
Denver, CO 80202  
(866) 777-2673**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

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**With copies to:**

**Adam O. Emmerich  
Zachary S. Podolsky  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the “**Schedule 14D-9**”) previously filed by CoreSite Realty Corporation (the “**Company**”), a corporation organized under the laws of Maryland, with the Securities and Exchange Commission on November 29, 2021, relating to the tender offer by Appleseed Merger Sub LLC, a Maryland limited liability company (“**Purchaser**”) and a wholly owned subsidiary of Appleseed Holdco LLC, a Delaware limited liability company (“**Holdco**”) and a wholly owned subsidiary of American Tower Investments LLC, a California limited liability company (“**Parent**”) and a subsidiary of American Tower Corporation, a Delaware corporation (“**American Tower**”), to purchase all of the outstanding shares of the Company’s common stock, par value \$0.01 per share (the “**Shares**” and each, a “**Share**”) at a price per Share of \$170.00, without interest and subject to any applicable withholding taxes, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 29, 2021, as it may be amended or supplemented from time to time, and the related Letter of Transmittal, as it may be amended or supplemented from time to time (together with the Offer to Purchase, the “**Offer**”). Any capitalized term used and not otherwise defined herein shall have the meaning ascribed to such term in the Schedule 14D-9.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment No. 2. This Amendment No. 2 is being filed to reflect certain updates as set forth below.

**Item 3. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.**

*Item 3 of the Schedule 14D-9 is hereby amended and supplemented by replacing in its entirety the second paragraph under the heading “**Outstanding Shares Held by Executive Officers and Directors**” on page 5 to read as follows:*

The following table sets forth (i) the number of outstanding Shares (which, for this purpose, excludes Shares subject to outstanding Company Restricted Stock Awards, Company Performance Share Awards and Company RSU Awards) beneficially owned as of December 8, 2021 by each of the Company’s named executive officers and directors and by all of the Company’s executive officers and directors as a group, and (ii) the aggregate cash consideration that would be payable for such Shares based on the Offer Price.

Name of Executive Officer or Director	Number of Shares	Aggregate Cash Consideration for Shares (\$)
Paul E. Szurek	74,831	\$ 12,721,270
Jeffrey S. Finnin	34,850	\$ 5,924,500
Derek S. McCandless	4,812	\$ 818,040
Steven J. Smith	10,436	\$ 1,774,120
Brian Warren	4,301	\$ 731,170
Robert G. Stuckey	0	\$ 0
Jean A. Bua	5,574	\$ 947,580
Kelly C. Chambliss	0	\$ 0
Patricia L. Higgins	1,078	\$ 183,260
Michael R. Koehler	0	\$ 0
Michael H. Millegan	0	\$ 0
David A. Wilson	10,258	\$ 1,743,860
All of the Company’s current directors and executive officers as a group (16 persons)	168,170	\$ 28,588,900

**Item 4. THE SOLICITATION OR RECOMMENDATION.**

Item 4 of the Schedule 14D-9 is hereby amended and supplemented by replacing in its entirety the second paragraph under the heading “**Intent to Tender**” on page 22 to read as follows:

The following table sets forth (i) the number of outstanding Shares (which, for this purpose, excludes Shares subject to outstanding Company Restricted Stock Awards, Company Performance Share Awards and Company RSU Awards) beneficially owned as of December 8, 2021 by each of the Company’s named executive officers and directors and by all of the Company’s executive officers and directors as a group, and (ii) the aggregate cash consideration that would be payable for such Shares based on the Offer Price.

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All of the Company’s current directors and executive officers as a group (16 persons)	168,170	\$ 28,588,900

**Item 8. ADDITIONAL INFORMATION.**

In addition to the three lawsuits filed in connection with the Mergers that were disclosed in Amendment No. 1 (the O’Dell Complaint, the Ciccotelli Complaint and the Schwartz Complaint), three additional lawsuits have been filed in connection with the Mergers, as disclosed below.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by replacing in its entirety the first paragraph under the heading “**Legal Proceedings**” to read as follows:

“On November 30, 2021, a complaint was filed by a purported stockholder of the Company regarding the Mergers. The complaint, filed on an individual basis by the plaintiff in the United States District Court for the Southern District of New York, was captioned *O’Dell v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-10156 (S.D.N.Y). That complaint was subsequently voluntarily dismissed and re-filed on December 3, 2021 by the same plaintiff in the United States District Court for the District of Delaware, and is captioned *O’Dell v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-01709 (D. Del.) (the “**O’Dell Complaint**”). The O’Dell Complaint names as defendants the Company and each member of the Company Board. On December 2, 2021, another complaint was filed by a purported stockholder of the Company regarding the Mergers. The complaint, filed on an individual basis by the plaintiff, is captioned *Ciccotelli v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-01702 (D. Del.) (the “**Ciccotelli Complaint**”). The Ciccotelli Complaint names as defendants the Company, the Partnership, each member of the Company Board, American Tower, Parent, Holdco, Purchaser and Op Merger Sub. On December 6, 2021, another complaint was filed by a purported stockholder of the Company regarding the Mergers. The complaint, filed on an individual basis by the plaintiff, is captioned *Schwartz v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-10404 (S.D.N.Y.) (the “**Schwartz Complaint**”). The Schwartz Complaint names as defendants the Company and each member of the Company Board. On December 8, 2021, another complaint was filed by a purported stockholder of the Company regarding the Mergers. The complaint, filed on an individual basis by the plaintiff, is captioned *Kubicek v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-03292 (D. Colo.) (the “**Kubicek Complaint**”). The Kubicek Complaint names as defendants the Company and each member of the Company Board. On December 8, 2021, another complaint was filed by a purported stockholder of the Company regarding the Mergers. The complaint, filed on an individual basis by the plaintiff, is captioned *Kent v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-03294 (D. Colo.) (the “**Kent Complaint**”). The Kent Complaint names as defendants the Company and each member of the Company Board. On December 9, 2021, another complaint was filed by a purported stockholder of the Company regarding the Mergers. The complaint, filed on an individual basis by the plaintiff, is captioned *Thompson v. CoreSite Realty Corporation, et al.*, Case No. 1:21-cv-10521 (S.D.N.Y.) (the “**Thompson Complaint**” and, together with the O’Dell Complaint, the Ciccotelli Complaint, the Schwartz Complaint, the Kubicek Complaint and the Kent Complaint, the “**Complaints**”). The Thompson Complaint names as defendants the Company and each member of the Company Board.”

**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.

**CORESITE REALTY CORPORATION**

Date: December 10, 2021

By: /s/ Jeffrey S. Finnin

Name: Jeffrey S. Finnin

Title: Chief Financial Officer

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