

Edgar Filing: Terreno Realty Corp - Form SC 13G/A

Terreno Realty Corp
Form SC 13G/A
October 09, 2012

SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Amendment No. |4|

Terreno Realty Corp
(Name of Issuer)

Common Stock
(Title of Class of Securities)

88146M101
(CUSIP Number)

September 30, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 88146M101

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1. NAMES OF REPORTING PERSONS

Private Management Group, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

5. SOLE VOTING POWER

346,967 shares

NUMBER OF
SHARES

6. SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH
REPORTING

n/a

PERSON WITH

7. SOLE DISPOSITIVE POWER

346,967 shares

8. SHARED DISPOSITIVE POWER

n/a

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

346,967 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.58%

12. TYPE OF REPORTING PERSON

IA

Item 1(a) Name of Issuer:

Terreno Realty Corp

Item 1(b) Address of Issuer's Principal Executive Offices:

16 Maiden Lane, Fifth Floor
San Francisco, CA 94108

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Item 2(a) Name of Person Filing:

Private Management Group, Inc.

Item 2(b) Address of Principal Business Office or, if None, Residence:

15635 Alton Parkway, Suite 400
Irvine, CA 92618

Item 2(c) Citizenship:

State of California

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

88146M101

Item 3. If this statement is filed pursuant to Rules 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C.78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C.78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C.78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C.8a-8);
- (e) An Investment Adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C.80a-3);
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).
If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____.

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Item 4. Ownership.

(a) Amount beneficially owned:

346,967 shares shares

(b) Percent of class:

2.58%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote
346,967 shares

(ii) Shared power to vote or to direct the vote
n/a

(iii) Sole power to dispose or to direct the disposition of
346,967 shares

(iv) Shared power to dispose or to direct the disposition of
n/a

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various separately managed accounts for whom the reporting person acts as investment advisor have the right to receive dividends from, and the proceeds of the sale of, the shares reported by the reporting person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

n/a

Item 8. Identification and Classification of Members of the Group.

n/a

Item 9. Notice of Dissolution of Group.

n/a

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the

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purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable 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.

October 5, 2012

(Date)

/s/ Robert T. Summers, CFA

(Signature)

Robert T. Summers, CFA
Chief Financial Officer
Private Management Group, Inc.

(Name/Title)

See Footnotes (2) (18) (19) (22) (24) (25) (26) (27) Common Stock08/16/2016 C 1,622,312 A (1) 1,622,312 I See Footnotes (3) (18) (19) (22) (24) (25) (26) (27) Common Stock08/16/2016 S 268,738 D \$ 27.3 (4) 0 I See Footnotes (2) (18) (19) (22) (24) (25) (26) (27) Common Stock08/16/2016 S 1,622,312 D \$ 27.3 (4) 0 I See Footnotes (3) (18) (19) (22) (24) (25) (26) (27) Common Stock08/16/2016 S 9,993,752 D \$ 27.3 (4) 0 I See Footnotes (5) (7) (13) (24) (25) (26) (27) Common Stock08/16/2016 S 461,453 D \$ 27.3 (4) 114,259 I See Footnotes (6) (7) (13) (24) (25) (26) (27) Common Stock08/16/2016 S 934,828 D \$ 27.3 (4) 341,326 I See Footnotes (8) (10) (13) (24) (25) (26) (27) Common Stock08/16/2016 S 20,986,898 D \$ 27.3 (4) 0 I See Footnotes (9) (10) (13) (24) (25) (26) (27) Common Stock08/16/2016 S 2,241,198 D \$ 27.3 (4) 0 I See Footnotes (11) (13) (24) (25) (26) (27) Common Stock08/16/2016 S 4,822,187 D \$ 27.3 (4) 0 I See Footnotes (12) (13) (24) (25) (26) (27) Common Stock08/16/2016 S 35,802 D \$ 27.3 (4) 0 I See Footnotes (14) (16) (24) (25) (26) (27) Common Stock08/16/2016 S 61,424 D \$ 27.3 (4) 0 I See Footnotes (15) (16) (24) (25) (26) (27) Common Stock08/16/2016 S 963,517 D \$ 27.3 (4) 0 I See Footnotes (17) (18) (19) (24) (25) (26) (27) Common Stock08/16/2016 S 1,286 D \$ 27.3 (4) 0 I See Footnotes (20) (22) (24) (25) (26) (27) Common Stock08/16/2016 S 6,605 D \$ 27.3 (4) 0 I See Footnotes (21) (22) (24) (25) (26) (27) Common Stock 36,243 I See Footnotes (23) (24) (25) (26) (27)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Units of Brixmor Operating Partnership LP	(1)	08/16/2016		C		268,738	(1)	(1)	Common Stock	268,738
Common Units of Brixmor Operating Partnership LP	(1)	08/16/2016		C		1,622,312	(1)	(1)	Common Stock	1,622,312

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRX Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRX Holdco II LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRX BREH VI Holdco A LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRX BREH VI-ESC Holdco A LLC		X		

C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

BRX BREP VI.TE.1 Holdco A LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BRX BREP VI.TE.2 Holdco A LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BRX Throne REIT Holdco A LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BRX Throne REIT BREH VII Holdco A LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BRX Throne REIT BREH VII-ESC Holdco A LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

BRX HOLDCO LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title:
Managing Director

08/18/2016

__Signature of Reporting Person

Date

BRX HOLDCO II LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title:
Managing Director

08/18/2016

__Signature of Reporting Person

Date

BRX BREH VI HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W.
Beovich, Title: Managing Director

08/18/2016

__Signature of Reporting Person

Date

BRX BREH VI-ESC HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W.
Beovich, Title: Managing Director

08/18/2016

__Signature of Reporting Person

Date

BRX BREP VI.TE.1 HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W.
Beovich, Title: Managing Director

08/18/2016

__Signature of Reporting Person

Date

BRX BREP VI.TE.2 HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W.
Beovich, Title: Managing Director

08/18/2016

__Signature of Reporting Person

Date

08/18/2016

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BRX THRONE REIT HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director

__Signature of Reporting Person

Date

BRX THRONE REIT BREH VII HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director

08/18/2016

__Signature of Reporting Person

Date

BRX THRONE REIT BREH VII-ESC HOLDCO A LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director

08/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, the common units of partnership interest of Brixmor Operating Partnership LP are redeemable for shares of common stock of Brixmor Property Group Inc. ("Common Stock"), on a one-for-one basis.

(2) Reflects securities held directly by BRE Throne JV Member LLC. The sole member of BRE Throne JV Member LLC is BRE Throne Parent LLC. The sole member of BRE Throne Parent LLC is BRE Throne Parent Holdco LLC. The sole member of BRE Throne Parent Holdco LLC is BRE Throne Holdings Member LLC. The sole member of BRE Throne Holdings Member LLC is BRE Throne NR Parent LLC. The members of BRE Throne NR Parent LLC are Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Real Estate Holdings VII-ESC L.P., Blackstone Real Estate Holdings VII L.P. and Blackstone Family Real Estate Partnership VII-SMD L.P.

(3) Reflects securities held directly by BRE Southeast Retail Holdings LLC. The members of BRE Southeast Retail Holdings LLC are Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Holdings VII-ESC L.P., Blackstone Real Estate Holdings VII L.P., Blackstone Family Real Estate Partnership VII-SMD L.P. and Blackstone Real Estate Partners VII.F (AV) L.P.

(4) This amount represents the \$27.30 sale price per share of the Common Stock received by the Reporting Persons in connection with a secondary block trade which closed on August 16, 2016.

(5) Reflects shares of Common Stock held directly by BRX BRPTP II Holdco LLC.

(6) Reflects shares of Common Stock held directly by Blackstone Retail Transaction II Holdco L.P.

(7) BRX BRPTP II Holdco LLC is a wholly-owned subsidiary of Blackstone Retail Transaction II Holdco L.P. The general partner of Blackstone Retail Transaction II Holdco L.P. is Blackstone Real Estate Associates VI L.P.

(8) Reflects shares of Common Stock held directly by BRX Holdco LLC.

(9) Reflects shares of Common Stock held directly by BRX Holdco II LLC.

(10) BRX Holdco II LLC is a wholly-owned subsidiary of BRX Holdco LLC. BRX Holdco LLC is a wholly-owned subsidiary of BRE Retail Holdco L.P. The general partner of BRE Retail Holdco L.P. is Blackstone Real Estate Associates VI L.P.

(11) Reflects shares of Common Stock held directly by BRX BREP VI.TE.1 Holdco A LLC. BRX BREP VI.TE.1 Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Partners VI.TE.1 L.P. The general partner of Blackstone Real Estate Partners VI.TE.1 L.P. is Blackstone Real Estate Associates VI L.P.

(12) Reflects shares of Common Stock held directly by BRX BREP VI.TE.2 Holdco A LLC. BRX BREP VI.TE.2 Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P.

(13) The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of BREA VI L.L.C. is Blackstone Holdings III L.P.

(14) Reflects shares of Common Stock held directly by BRX BREH VI Holdco A LLC. BRX BREH VI Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VI L.P.

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- (15) Reflects shares of Common Stock held directly by BRX BREH VI-ESC Holdco A LLC. BRX BREH VI-ESC Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VI-ESC L.P.
- (16) The general partner of each of Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.
- Reflects shares of Common Stock held directly by BRX Throne REIT Holdco A LLC. BRX Throne REIT Holdco A LLC is a wholly-owned subsidiary of BRE Throne REIT Holdco LLC. The sole member of BRE Throne REIT Holdco LLC is BRE Throne REIT Parent LLC. The members of BRE Throne REIT Parent LLC are Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Real Estate Holdings VII-ESC L.P., Blackstone Real Estate Holdings VII L.P. and Blackstone Family Real Estate Partnership VII-SMD L.P.
- (17) Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Real Estate Holdings VII-ESC L.P., Blackstone Real Estate Holdings VII L.P. and Blackstone Family Real Estate Partnership VII-SMD L.P.
- The general partner of Blackstone Family Real Estate Partnership VII-SMD L.P. is Blackstone Family GP L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. BREP VII Side-By-Side GP L.L.C. is the general partner of both Blackstone Real Estate Holdings VII-ESC L.P. and Blackstone Real Estate Holdings VII L.P. The sole member of BREP VII Side-By-Side GP L.L.C. is Blackstone Holdings III L.P.
- (18) The general partner of each of Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P. and Blackstone Real Estate Partners VII.TE.6 L.P. is Blackstone Real Estate Associates VII L.P. The general partner of Blackstone Real Estate Associates VII L.P. is BREA VII L.L.C. The managing member of BREA VII L.L.C. is Blackstone Holdings III L.P.
- (19) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII Holdco A LLC. BRX Throne REIT BREH VII Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII L.P.
- (20) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII-ESC Holdco A LLC. BRX Throne REIT BREH VII-ESC Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII-ESC L.P.
- (21) BREP VII Side-By-Side GP L.L.C. is the general partner of both Blackstone Real Estate Holdings VII-ESC L.P. and Blackstone Real Estate Holdings VII L.P. The sole member of BREP VII Side-By-Side GP L.L.C. is Blackstone Holdings III L.P.
- (22) Reflects shares of Common Stock held directly by Stephen A. Schwarzman.
- (23) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (24) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (25) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (26) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (27)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.