

CubeSmart  
Form 8-K  
October 31, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **October 31, 2011 (October 28, 2011)**

**CUBESMART**  
**CUBESMART, L.P.**

(Exact Name Of Registrant As Specified In Charter)

<b>Maryland</b> <b>(CubeSmart)</b>	<b>001-32324</b>	<b>20-1024732</b>
<b>Delaware</b> <b>(CubeSmart, L.P.)</b>	<b>000-54662</b>	<b>34-1837021</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

**460 E. Swedesford Road, Suite 3000, Wayne, Pennsylvania 19087**

(Address of Principal Executive Offices)

**(610) 293-5700**

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(Registrant's telephone number, including area code)

**Not Applicable**

(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 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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Also attached to this Current Report on Form 8-K is the full text of the Purchase Agreement for the Company's Series B Cumulative Redeemable Preferred Shares of Beneficial Interest dated October 24, 2011 with Wells Fargo Investment Holdings, LLC, which had been previously disclosed in the Company's Current Report on Form 8-K filed on October 24, 2011.

### **Item 7.01 Regulation FD Disclosure.**

On October 28, 2011, the Company issued a press release announcing the pricing of its offering of the Preferred Shares, a copy of which is furnished as Exhibit 99.1 hereto.

### **Item 9.01 Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 28, 2011, by and among CubeSmart, CubeSmart, L.P., and Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated and each of the other Underwriters named in Exhibit A thereto.
5.1	Opinion of Pepper Hamilton LLP as to the legality of the Preferred Shares.
8.1	Opinion of Pepper Hamilton LLP regarding certain tax matters.
10.1	Purchase Agreement for Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, dated October 24, 2011, between CubeSmart and Wells Fargo Investment Holdings, LLC.
23.1	Consent of Pepper Hamilton LLP (included in Exhibit 5.1).
23.2	Consent of Pepper Hamilton LLP (included in Exhibit 8.1).
99.1	Press Release dated October 28, 2011.

**Signatures**

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

**CUBESMART**

Date: October 31, 2011

By: /s/ Jeffrey P. Foster  
Name: Jeffrey P. Foster  
Title: Senior Vice President, Chief Legal  
Officer & Secretary

**CUBESMART, L.P.**

By: CubeSmart, general partner

Date: October 31, 2011

By: /s/ Jeffrey P. Foster  
Name: Jeffrey P. Foster  
Title: Senior Vice President, Chief  
Legal Officer & Secretary

**EXHIBIT INDEX**

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