

Whitestone REIT  
Form SC TO-I/A  
June 12, 2012

As filed with the Securities and Exchange Commission on June 12, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
Tender Offer Statement  
under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934  
(Amendment No. 2)

Whitestone REIT  
Whitestone REIT Operating Partnership, L.P.  
(Name of Subject Company (Issuer))

Whitestone REIT  
Whitestone REIT Operating Partnership, L.P.  
(Names of Filing Person (Issuer))

Class A common shares of Whitestone REIT,  
(\$0.001 Par Value)  
(Title of Class of Securities)

Units of Limited Partnership of  
Whitestone REIT Operating Partnership, L.P.  
(Title of Class of Securities)

966084105  
(CUSIP Numbers of Class of Securities)

None  
(CUSIP Numbers of Class of Securities)

James C. Mastandrea, President and Chief Executive Officer  
Whitestone REIT  
2600 South Gessner, Suite 500  
Houston, Texas 77063  
(713) 827-9595  
(Name, Address and Telephone Numbers of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Person)

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Copies to:

John A. Good, Esq.  
Amanda R. Poe, Esq.  
Bass, Berry & Sims PLC  
100 Peabody Place, Suite 900  
Memphis, Tennessee 38103  
(901) 543-5900

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CALCULATION OF FILING FEE

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Transaction Valuation (1)  
\$17,812,890

Amount of Filing Fee  
\$2,042

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SCHEDULE TO

This Amendment No. 2 (this “Amendment”) amends and supplements the tender offer statement on Schedule TO (as amended, the “Schedule TO”) initially filed with the Securities and Exchange Commission (the “SEC”) on April 27, 2012 with respect to an offer, or the Exchange Offer, by Whitestone REIT, a Maryland real estate investment trust, or the Company, and Whitestone REIT Operating Partnership, L.P., a Delaware limited partnership, or the Operating Partnership, to exchange Class B common shares of beneficial interest, \$0.001 par value per share, or Class B common shares, of the Company on a one-for-one basis for (i) up to 867,789 outstanding shares of the Company’s Class A common shares of beneficial interest, \$0.001 par value per share, or Class A common shares; and (ii) up to 453,642 outstanding units of limited partnership in the Operating Partnership, or the OP units, upon the terms and subject to the conditions contained in the prospectus (as may be amended or supplemented from time to time, the “Prospectus”) dated May 10, 2012, which forms part of the Company’s and the Operating Partnership’s joint Registration Statement on Form S-4 (File Nos. 333-180990 and 333-180990-01) originally filed with the SEC on April 27, 2012 (as amended, the “Registration Statement”), and the related letters of transmittal, copies of which are included herein as Exhibits (a)(1)(i) and (a)(1)(ii), respectfully.

This Amendment is being filed to report the results of the Exchange Offer. The following information is furnished pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended:

1. The Exchange Offer expired at 5:00 p.m., New York City time, on Friday, June 8, 2012, and any Class A common shares and OP units previously surrendered for exchange could be validly withdrawn at any time prior to 5:00 p.m., New York City time, on Friday, June 8, 2012.
  2. 426,986 Class A common shares were validly tendered and accepted for exchange.
  3. The Class A common shares were not subject to proration.
  4. 121,156 OP units were validly tendered and accepted for exchange.
  5. The OP units were not subject to proration.
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SIGNATURES

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.

Whitestone REIT

By: /s/ David K. Holeman  
David K. Holeman  
Chief Financial Officer

Whitestone REIT Operating Partnership, L.P.

By: Whitestone REIT, its General Partner  
By: /s/ David K. Holeman  
David K. Holeman  
Chief Financial Officer

Date: June 12, 2012

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)	Prospectus, dated May 10, 2012 (incorporated by reference to the Registration Statement on Form S-4 (File No. 333-180990) filing pursuant to Rule 424(b)(3) on May 10, 2012)
(a)(1)(ii)*	Letter of Transmittal for Class A common shares
(a)(1)(iii)*	Letter of Transmittal for OP units
(a)(4)	Incorporated by reference herein to Exhibit (a)(1)(i) hereof
(h)(i)	Opinion of Venable LLP (incorporated by reference to Exhibit 5.1 to the Registration Statement on Form S-4 (File No. 333-180990), filed on April 27, 2012)
h(ii)	Opinion of Bass, Berry & Sims PLC (incorporated by reference to Exhibit 8.1 to the Registration Statement on Form S-4 (File No. 333-180990), filed on April 27, 2012)

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\*Previously filed.