

American Realty Capital Trust, Inc.  
Form SC TO-C  
February 15, 2012

**As filed with the Securities and Exchange Commission on February 15, 2012**

**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

**AMERICAN REALTY CAPITAL TRUST, INC.**

*(Name of Subject Company (Issuer) and Filing Person (Offeror))*

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

*(Title of Class of Securities)*

**02917L101**

*(CUSIP Number of Class of Securities)*

**Nicholas S. Schorsch**

**Chairman and Chief Executive Officer**

**American Realty Capital Trust, Inc.**

**106 Old York Road**

**Jenkintown, PA 19046**

**Tel: (215) 887-2189**

*(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)*

***With copies to:***

**Peter M. Fass, Esq.**

**James P. Gerkis, Esq.**

**Proskauer Rose LLP**

**Eleven Times Square**

**New York, New York 10036-8299**

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**CALCULATION OF FILING FEE**

Transaction Valuation\* Amount of Filing Fee\*

Not applicable Not applicable

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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

Amount Previously Paid: N/A Form or Registration No: N/A

Filing Party: N/A Date Filed: N/A

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box below to designate the appropriate rule provision relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

Item 12. Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Disclosure from the Company's Registration Statement on Form S-11 (File No. 333-179533), filed with the Securities and Exchange on February 15, 2012, describing the tender offer.                |
| 99.2        | Disclosure in Item 8.01 to the Company's Current Report on Form 8-K (File No. 000-53958), filed with the Securities and Exchange Commission on February 15, 2012, describing the tender offer.    |
| 99.3        | Disclosure in Exhibit 99.2 to the Company's Current Report on Form 8-K (File No. 000-53958), filed with the Securities and Exchange Commission on February 15, 2012, describing the tender offer. |
| 99.4        | Press release dated February 15, 2012.  |

**Additional Information and Where to Find It**

The attached exhibits do not constitute an offer to buy or the solicitation of an offer to sell any shares of common stock of American Realty Capital Trust, Inc. (the "Company"). The full details of the modified "Dutch auction" tender offer, including complete instructions on how to tender shares, will be included in the offer to purchase, the letter of transmittal and related materials, which will become available to stockholders promptly following commencement of the offer. Stockholders should read carefully the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information. Stockholders may obtain free copies, when available, of the offer to purchase and other related materials that will be filed by the Company with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). When available, stockholders also may obtain a copy of these documents, free of charge, from the Company's information agent to be appointed in connection with the offer.