

Edgar Filing: Cogdell Spencer Inc. - Form SC 13G/A

Cogdell Spencer Inc.  
Form SC 13G/A  
February 10, 2012

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13G/A  
(Amendment No. 1)

Cogdell Spencer Inc.  
(Name of Issuer)

Common Stock, \$.01 Par Value  
(Title of Class of Securities)

19238U107  
(CUSIP Number)

December 31, 2011  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

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

(Page 1 of 11 Pages)

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\*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 purposes of Section 31 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).

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-----  
(1) NAMES OF REPORTING PERSONS

V3 Realty Partners, L.P.

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

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-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,389,816  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,389,816  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,389,816  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
4.7%  
-----  
(12) TYPE OF REPORTING PERSON  
PN  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
V3 Trading Vehicle, L.P.  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-  
-----

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BENEFICIALLY (6) SHARED VOTING POWER 608,097  
 OWNED BY -----  
 EACH (7) SOLE DISPOSITIVE POWER -0-  
 REPORTING -----  
 PERSON WITH (8) SHARED DISPOSITIVE POWER 608,097  
 -----  
 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 608,097  
 -----  
 (10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
 -----  
 (11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9) 1.2%  
 -----  
 (12) TYPE OF REPORTING PERSON PN  
 -----

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-----  
 (1) NAMES OF REPORTING PERSONS  
 V3 Capital Advisors, LLC  
 -----  
 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a) [ ]  
 (b) [X]  
 -----  
 (3) SEC USE ONLY  
 -----  
 (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----  
 NUMBER OF (5) SOLE VOTING POWER -0-  
 SHARES -----  
 BENEFICIALLY (6) SHARED VOTING POWER 2,997,913  
 OWNED BY -----  
 EACH (7) SOLE DISPOSITIVE POWER -0-  
 REPORTING -----  
 PERSON WITH (8) SHARED DISPOSITIVE POWER

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2,997,913

-----  
 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 2,997,913  
 -----  
 (10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
 -----  
 (11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9) 5.9%  
 -----  
 (12) TYPE OF REPORTING PERSON OO  
 -----

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-----  
 (1) NAMES OF REPORTING PERSONS  
 V3 Capital Management, L.P.  
 -----  
 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a) [ ]  
 (b) [X]  
 -----  
 (3) SEC USE ONLY  
 -----  
 (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----  
 NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----  
 BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 2,997,913  
 -----  
 EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----  
 PERSON WITH (8) SHARED DISPOSITIVE POWER  
 2,997,913  
 -----  
 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 2,997,913  
 -----  
 (10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
 -----  
 (11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9) 5.9%  
 -----

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(12) TYPE OF REPORTING PERSON  
PN

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(1) NAMES OF REPORTING PERSONS  
Charles Fitzgerald

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,997,913

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,997,913

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,997,913

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.9%

(12) TYPE OF REPORTING PERSON  
IN

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Item 1(a). Name of Issuer:

The name of the issuer is Cogdell Spencer Inc. (the "Company").

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

4401 Barclay Downs Drive, Suite 300  
Charlotte, NC 28209

Item 2(a). Name of Person Filing:

This statement is filed by:

(i) V3 Realty Partners, L.P., a Delaware limited partnership ("V3RP"), with respect to shares of Common Stock (as defined in item 2(d) below) directly owned by it;

(ii) V3 Trading Vehicle, L.P. a Cayman Islands exempted limited partnership ("V3TV" and together with V3RP, the "Partnerships") with respect to shares of Common Stock directly owned by it (and V3 Realty Partners Offshore Fund, Ltd., a Cayman Islands exempted company invests through V3TV (the "fund"))

(iii) V3 Capital Advisors, LLC, a Delaware limited liability company (the "General Partner") which serves as the general partner of the Partnerships with respect to shares of Common Stock directly owned by each of the Partnerships;

(iv) V3 Capital Management, L.P., a Delaware limited partnership (the "Investment Manager") which serves as the investment manager to the Partnerships and the fund with respect to shares of Common Stock directly owned by each of the Partnerships and the fund through its investment in V3TV;

(v) Mr. Charles Fitzgerald ("Mr. Fitzgerald") who serves as the managing member of the General Partner and managing member of the general partner of the Investment Manager with respect to shares of Common Stock directly owned by the Partnerships.

The Partnerships, the General Partner, the Investment Manager, and Mr. Fitzgerald are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

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

The address of the business office of each of the Reporting Persons is 535 Madison Avenue New York, NY 10022.

Item 2(c) Citizenship:

V3 Realty Partners, L.P., the Managing Member, the General Partner, and the Investment Manager are each organized under the laws of the State of

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Delaware. V3 Trading Vehicle, L.P. is organized under the exempted limited partnership laws of the Cayman Islands. Mr. Fitzgerald is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 Par Value (the "Common Stock")

Item 2(e). CUSIP Number:

19238U107

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or(c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If this statement is filed pursuant to 13d-1(c), check this box:

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Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The Company's Quarterly Report for the quarterly period ended September 30, 2011 on Form 10-Q filed on November 8, 2011, indicates there were 51,122,100 shares of Common Stock outstanding as of November 2, 2011.

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

Not applicable.

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

Each of the Partnerships is a private investment partnership, the sole general partner of which is the General Partner and the investment manager of which is the Investment Manager. As the sole general partner of each of

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the Partnerships, the General Partner has the power to vote and dispose of the securities owned by each of the Partnerships and, accordingly, may be deemed the "beneficial owner" of such securities. The managing member of the General Partner is Charles Fitzgerald. As the investment manager of each of the Partnerships, the Investment Manager has the power to vote and dispose of the securities owned by each of the Partnerships and, accordingly, may be deemed the "beneficial owner" of such securities. The managing member of the general partner of the Investment Manager is Charles Fitzgerald.

Charles Fitzgerald is solely responsible for investment management duties.

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

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Each of the Reporting Persons hereby makes the following 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 purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

DATED: February 10, 2012

/s/ Charles Fitzgerald

-----

Charles Fitzgerald



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Individually;

And as managing member of:

(I) V3 Capital Advisors, LLC,

for itself and as general partner of:

(A) V3 Realty Partners, L.P.; and

(B) V3 Trading Vehicle, L.P.

(II) the general partner of V3 Capital Management, L.P.