

DDR CORP
Form SC 13D/A
June 20, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 10)*

DDR Corp.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

251591103

(CUSIP Number)

Dennis O. Garris

Alston & Bird LLP

950 F Street, N.W.

Washington, DC 20004-1404

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 18, 2013

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

CUSIP No. 251591103

SCHEDULE 13D/A

1 NAME OF REPORTING PERSONS

Alexander Otto

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

NUMBER OF

SHARES 39,674,485

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 39,674,485

WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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39,674,485
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.4%*
14 TYPE OF REPORTING PERSON (See Instructions)

IN

* = Based on 319,993,087 shares reported to be outstanding as of April 30, 2013 by the Issuer on its Form 10-Q filed on May 10, 2013.

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SCHEDULE 13D/A

1 NAME OF REPORTING PERSONS

Katharina Otto-Bernstein

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

NUMBER OF

SHARES 15,755,505

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 15,755,505

WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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15,755,505
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%*
14 TYPE OF REPORTING PERSON (See Instructions)

IN

* = Based on 319,993,087 shares reported to be outstanding as of April 30, 2013 by the Issuer on its Form 10-Q filed on May 10, 2013.

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This Amendment No. 10 (Amendment No. 10) amends and supplements the statement on Schedule 13D initially filed on May 15, 2009 (the Original Filing), as amended by Amendment No. 1 filed on August 20, 2009, Amendment No. 2 filed on September 14, 2009, Amendment No. 3 filed on September 18, 2009, Amendment No. 4 filed on February 16, 2010, Amendment No. 5 filed on March 21, 2011, Amendment No. 6 filed on April 26, 2011, Amendment No. 7 filed on March 30, 2012, Amendment No. 8 filed on October 5, 2012, and Amendment No. 9 filed on November 21, 2012. Information reported in the Original Filing, as amended, remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 10. Capitalized terms used and not defined in this Amendment No. 10 have the meanings set forth in the Original Filing, as amended.

Item 4. Purpose of the Transaction

The information in Item 6 is hereby incorporated by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended to add the following:

- (a) Mr. Otto and Katharina Otto-Bernstein may be deemed to beneficially own, in the aggregate, 55,429,990 Common Shares, representing 17.3% of the Issuer's outstanding Common Shares (based on 319,993,087 shares reported to be outstanding as of April 30, 2013 by the Issuer on its Form 10-Q filed on May 10, 2013).
- (b) With respect to any rights or powers to vote, or to direct the vote of, or to dispose of, or direct the disposition of, the Common Shares referenced in paragraph 5(a), Mr. Otto has sole voting power and sole dispositive power with regard to 39,674,485 Common Shares. Katharina Otto-Bernstein has sole voting power and sole dispositive power with regard to 15,755,505 Common Shares.
- (c) The Reporting Persons have not effected any transactions in the Common Shares in the last sixty (60) days.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On June 18, 2013, Mr. Otto cancelled and rolled forward the Amended Covered Call Agreement by amending and restating the terms and conditions of the Amended Covered Call Agreement (as amended and restated, the Second Amended Covered Call Agreement). In the Second Amended Covered Call Agreement, the exercise price was increased and the expiration or maturity dates of the call options were extended. The amount of shares subject to the Amended Covered Call Agreement remains the same. Pursuant to the Second Amended Covered Call Agreement, Mr. Otto wrote a covered call option with respect to 6,810,538 shares beneficially owned by Mr. Otto, which had an aggregate market value of approximately \$118,094,729. The covered call option written pursuant to the Second Amended Covered Call Agreement is separated into 15 separate components containing an aggregate amount of 6,810,538 call options: 14 of which contain 454,035 call options and 1 of which contains 454,048 call options. All of the call options under the Second Amended Covered Call Agreement have an exercise price of \$15.6016, which was determined on June 18, 2013. There is no premium for Mr. Otto under the Second Amended Covered Call Agreement. Each of the 14 components containing 454,035 call options expires on August 15, 18, 19, 20, 21, 22, 25, 26, 27, 28 and 29, 2014 and September 2, 3, and 4 2014, respectively, and the component containing 454,048 call options expires on September 5, 2014 (for each component, the Expiration Date). The call options constituting each component of the covered call option may be exercised only on the Expiration Date for that component. The underlying shares with respect to the options are pledged by Mr. Otto until such time as the options expire.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated June 20, 2013, among Mr. Otto and Katharina Otto-Bernstein

Exhibit 2 Second Amended Covered Call Agreement dated June 18, 2013 between Deutsche Bank AG and Alexander Otto

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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: June 20, 2012

ALEXANDER OTTO

/s/ Alexander Otto
By: Dr. Thomas Finne
For: Alexander Otto

KATHARINA OTTO-BERNSTEIN

/s/ Katharina Otto-Bernstein
By: Dr. Thomas Finne
For: Katharina Otto-Bernstein

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EXHIBIT INDEX

Exhibit No.	Exhibit Description
Exhibit 1	Joint Filing Agreement, dated June 20, 2013, among Mr. Otto and Katharina Otto-Bernstein
Exhibit 2	Second Amended Covered Call Agreement dated June 18, 2013 between Deutsche Bank AG and Alexander Otto