

ARC DOCUMENT SOLUTIONS, INC.
Form 8-K
July 11, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: July 10, 2013
(Date of earliest event reported)

ARC Document Solutions
(Exact name of registrant as specified in its charter)

CA
(State or other jurisdiction
of incorporation) 001-32407

(Commission File Number) 20-1700361
(IRS Employer

Identification Number)

1981 N. Broadway, Walnut Creek, CA
(Address of principal executive offices) 94596

(Zip Code)
(925) 949-5114

(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:

- 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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On July 10, 2013, ARC Document Solutions (NYSE: ARC) announced that the company has concluded the open-market repurchase of approximately \$7 million in aggregate principal amount of its 10.5% senior unsecured notes due December 15, 2016.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(d) Exhibits

99.1 Press Release of ARC Document Solutions dated July 10, 2013

SIGNATURE

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

Dated: July 10, 2013

ARC DOCUMENT SOLUTIONS

By: /s/ John E.D. Toth

John E.D. Toth

Chief Financial Officer

Exhibit Index **Exhibit No.** **Description** 99.1 Press Release of ARC Document Solutions dated July 10, 2013
style="text-align:center;font-size:9pt;">VA

8,574

5,703

13,307

337

5,703

13,644

19,347

1,523

7/1/2005

Falls Church / Seminary Rd

VA

9,097

1,259

6,975

706

1,259

7,681

8,940

2,398

11/30/2012

Fredericksburg / Jefferson Davis Hwy

VA

2,963

1,438

2,459

189

1,438

2,648

4,086

325

7/2/2012

Fredericksburg / Plank Rd 1

VA

4,115

2,128

5,398

122

2,128

5,520

7,648

655

10/1/2015

Fredericksburg / Plank Rd 2

VA

—

3,170

6,717

156

3,170

6,873

10,043

224

12/18/2014

Glen Allen

VA

4,921

609

8,220

116

609

8,336

8,945

439

10/1/2015

Hampton / Big Bethel Rd

VA

4,075

550

6,697

222

550

6,919

7,469

232

10/1/2015

Hampton / LaSalle Ave

VA

—

610

8,883

170

610

9,053

9,663

302
1/7/2014
Hampton / Pembroke Ave

VA

7,703

7,849

7,040

164

7,849

7,204

15,053

565
9/16/2016
Herndon / Spring St

VA

—

7,435

12,713

50

7,435

12,763

20,198

109
10/1/2015
Manassas

VA

—

750

6,242

337

750

6,579

7,329

216

1/7/2014

Newport News / Denbigh Blvd

VA

5,495

4,619

5,870

184

4,619

6,054

10,673

480

1/7/2014

Newport News / J Clyde Morris Blvd

VA

5,266

4,838

6,124

177

4,838

6,301

11,139

503

1/7/2014

Newport News / Tyler Ave

VA

4,435

2,740

4,955

158

2,740

5,113

7,853

421

1/7/2014

Norfolk / Granby St

VA

4,723

1,785

8,543

120

1,785

8,663

10,448

675
1/7/2014
Norfolk / Naval Base Rd

VA

4,214

4,078

5,975

155

4,078

6,130

10,208

497
3/17/2015
Portsmouth

VA

2,633

118

4,797

287

118

5,084

5,202

260
11/17/2016
Reston

VA

—

13,957

12,526

—

13,957

12,526

26,483

54

1/7/2014

Richmond / Hull St

VA

6,363

2,016

9,425

136

2,016

9,561

11,577

745

1/7/2014

Richmond / Laburnum Ave

VA

8,216

5,945

7,613

197

5,945

7,810

13,755

625

1/7/2014

Richmond / Midlothian Turnpike

VA

4,851

2,735

5,699

160

2,735

5,859

8,594

467

1/7/2014

Richmond / Old Staples Mill Rd

VA

6,702

5,905

6,869

148

5,905

7,017

12,922

563

8/26/2004

Richmond / W Broad St 1

VA

4,371

2,305

5,467

435

2,305

5,902

8,207

1,937

9/16/2016

Richmond / W Broad St 2

VA

—

5,810

13,177

58

5,810

13,235

19,045

115

10/1/2015

Sandston

VA

6,511

570

10,525

229

570

10,754

11,324

357

9/20/2012

Stafford / Jefferson Davis Hwy

VA

4,691

1,172

5,562

161

1,172

5,723

6,895

673

1/23/2009

Stafford / SUSA Dr

VA

4,233

2,076

5,175

156

2,076

5,331

7,407

1,120

1/7/2014

Virginia Beach / General Booth Blvd

VA

7,119

1,142

11,721

152

1,142

11,873

13,015

919

1/7/2014

Virginia Beach / Kempsville Rd

VA

7,363

3,934

11,413

116

3,934

11,529

15,463

890

1/7/2014

Virginia Beach / Village Dr

VA

9,398

331

13,175

163

331

13,338

13,669

1,038

11/22/2016

Kent

WA

—

1,937

10,640

15

1,937

10,655

12,592

45

2/15/2006

Lakewood / 80th St

WA

5,501

1,389

4,780

322

1,390

5,101

6,491

1,549

2/15/2006

Lakewood / Pacific Hwy

WA

5,501

1,917

5,256

265

1,918

5,520

7,438

1,622

4/30/2014

Puyallup

WA

—

437

3,808

101

437

3,909

4,346

278

7/1/2005

Seattle

WA

7,040

2,727

7,241

491

2,727

7,732

10,459

2,364

2/15/2006

Tacoma

WA

3,279

1,031

3,103

157

1,031

3,260

4,291

988

7/2/2012

Vancouver

WA

2,970

709

4,280

184

709

4,464

5,173

534

Various

Other corporate assets

—

—

2,202

79,378

—

81,580

81,580

20,941

Various

Construction in progress

—

—

—

21,860

—

21,860

21,860

—

Various
Undeveloped land

—

9,368

—

—

9,368

—

9,368

—

Various
Intangible tenant relationships and lease rights

—

—

93,695

30,276

—

123,971

123,971

101,120

\$2,960,387

\$1,693,124

\$5,487,194

\$490,990

—

\$1,691,641

\$5,979,667

\$7,671,308

\$900,861

(a) Adjustment relates to partial disposition of land

(b) Adjustment relates to property casualty loss

(c) Adjustment relates to asset transfers between land, building and/or equipment

(d) Adjustment relates to impairment charge

(e) Adjustment relates to a purchase price adjustment

(f) Adjustment relates to the acquisition of a joint venture partner's interest

93

Activity in real estate facilities during the years ended December 31, 2016, 2015 and 2014 is as follows:

	2016	2015	2014
Operating facilities			
Balance at beginning of year	\$6,392,487	\$4,722,162	\$4,126,648
Acquisitions	1,159,304	1,609,608	557,158
Improvements	92,480	46,696	32,861
Transfers from construction in progress	26,400	19,971	12,308
Dispositions and other	(21,223)	(5,950)	(6,813)
Balance at end of year	\$7,649,448	\$6,392,487	\$4,722,162
Accumulated depreciation:			
Balance at beginning of year	\$728,087	\$604,336	\$496,754
Depreciation expense	174,906	123,751	109,531
Dispositions and other	(2,132)	—	(1,949)
Balance at end of year	\$900,861	\$728,087	\$604,336
Real estate under development/redevelopment:			
Balance at beginning of year	\$24,909	\$17,870	\$6,650
Current development	23,404	27,010	23,528
Transfers to operating facilities	(26,400)	(19,971)	(12,308)
Dispositions and other	(53)	—	—
Balance at end of year	\$21,860	\$24,909	\$17,870
Net real estate assets	\$6,770,447	\$5,689,309	\$4,135,696

The aggregate cost of real estate for U.S. federal income tax purposes is \$6,513,574.

Item 9. Changes in an Disagreements with Accountants on Accounting and Financial Disclosure
None.

Item 9A. Controls and Procedures

(i) Disclosure Controls and Procedures

We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports we file pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of “disclosure controls and procedures” in Rule 13a-15(e) of the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have a disclosure committee that is responsible for considering the materiality of information and determining the disclosure obligations of the Company on a timely basis. The disclosure committee meets quarterly and reports directly to our Chief Executive Officer and Chief Financial Officer.

We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this report.

(ii) Internal Control over Financial Reporting

(a) Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2016. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Our independent registered public accounting firm, Ernst & Young LLP, has issued the following attestation report over our internal control over financial reporting.

(b) Attestation Report of the Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Extra Space Storage Inc.

We have audited Extra Space Storage Inc.’s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Extra Space Storage Inc.’s

management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Extra Space Storage Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Extra Space Storage Inc. as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2016 of Extra Space Storage Inc. and our report dated February 27, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Salt Lake City, Utah

February 27, 2017

(c) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) that occurred during our most recent quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information required by this item is incorporated by reference to the information set forth under the captions “Executive Officers,” and “Information About the Board of Directors and its Committees” in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2016.

We have adopted a Code of Business Conduct and Ethics in compliance with rules of the SEC that applies to all of our personnel, including our board of directors, Chief Executive Officer, Chief Financial Officer and principal accounting officer. The Code of Business Conduct and Ethics is available free of charge on the “Investor Relations—Corporate Governance” section of our web site at www.extraspace.com. We intend to satisfy any disclosure requirements under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of this Code of Business Conduct and Ethics by posting such information on our web site at the address and location specified above.

The board of directors has adopted Corporate Governance Guidelines and charters for our Audit Committee and Compensation, Nominating and Governance Committee, each of which is posted on our website at the address and location specified above. Investors may obtain a free copy of the Code of Business Conduct and Ethics, the Corporate Governance Guidelines and the committee charters by contacting the Investor Relations Department at 2795 East Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121, Attn: Jeff Norman or by telephoning (801) 365-4600.

Item 11. Executive Compensation

Information with respect to executive compensation is incorporated by reference to the information set forth under the caption “Executive Compensation” in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2016.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information with respect to security ownership of certain beneficial owners and management and related stockholder matters is incorporated by reference to the information set forth under the captions “Executive Compensation” and “Security Ownership of Directors and Officers” in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2016.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information with respect to certain relationships and related transactions is incorporated by reference to the information set forth under the captions “Information about the Board of Directors and its Committees” and “Certain Relationships and Related Transactions” in our Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2016.

Item 14. Principal Accounting Fees and Services

Information with respect to principal accounting fees and services is incorporated by reference to the information set forth under the caption “Ratification of Appointment of Independent Registered Public Accounting Firm” in our Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2016.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report:

(1) and (2). All Financial Statements and Financial Statement Schedules filed as part of this Annual Report on 10-K are included in Item 8—“Financial Statements and Supplementary Data” of this Annual Report on 10-K and reference is made thereto.

(3) The following documents are filed or incorporated by references as exhibits to this report:

Exhibit Number	Description
2.1	Purchase and Sale Agreement, dated May 5, 2005 by and among Security Capital Self Storage Incorporated, as seller and Extra Space Storage LLC, PRISA Self Storage LLC, PRISA II Self Storage LLC, PRISA III Self Storage LLC, VRS Self Storage LLC, WCOT Self Storage LLC and Extra Space Storage LP, as purchaser parties and The Prudential Insurance Company of America (incorporated by reference to Exhibit 2.1 of Form 8-K filed on May 11, 2005).
2.2	Agreement and Plan of Merger, dated as of June 15, 2015, among Extra Space Storage Inc., Extra Space Storage LP, Edgewater REIT Acquisition (MD) LLC, Edgewater Partnership Acquisition (DE) LLC, SmartStop Self Storage, Inc. and SmartStop Self Storage Operating Partnership, L.P. (incorporated by reference to Exhibit 2.1 of Form 8-K filed on June 15, 2015).
2.3	Amendment No. 1 to Agreement and Plan of Merger, dated as of July 16, 2015, among Extra Space Storage Inc., Extra Space Storage LP, Edgewater REIT Acquisition (MD) LLC, Edgewater Partnership Acquisition (DE) LLC, SmartStop Self Storage, Inc. and SmartStop Self Storage Operating Partnership, L.P. (incorporated by reference to Exhibit 2.1 of Form 8-K filed on July 16, 2015).
3.1	Amended and Restated Articles of Incorporation of Extra Space Storage Inc.(1)
3.2	Articles of Amendment of Extra Space Storage Inc., dated September 28, 2007 (incorporated by reference to Exhibit 3.1 of Form 8-K filed on October 3, 2007).
3.3	Articles of Amendment of Extra Space Storage Inc., dated August 29, 2013 (incorporated by reference to Exhibit 3.1 of Form 8-K filed on August 29, 2013).
3.4	Amended and Restated Bylaws of Extra Space Storage Inc.(incorporated by reference to Exhibit 3.1 of Form 8-K filed on May 26, 2009)
3.5	Amendment No. 1 to Amended and Restated Bylaws of Extra Space Storage Inc. (incorporated by reference to Exhibit 3.1 of Form 8-K filed December 23, 2014).
3.6	Fourth Amended and Restated Agreement of Limited Partnership of Extra Space Storage LP (incorporated by reference to Exhibit 10.1 of Form 8-K filed on December 6, 2013).
3.7	Declaration of Trust of ESS Holdings Business Trust II.(1)
4.1	Junior Subordinated Indenture dated as of July 27, 2005, between Extra Space Storage LP and JPMorgan Chase Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of Form 8-K filed on August 2, 2005).
4.2	Amended and Restated Trust Agreement, dated as of July 27, 2005, among Extra Space Storage LP, as depositor and JPMorgan Chase Bank, National Association, as property trustee, Chase Bank USA, National Association, as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interest in the assets of ESS Statutory Trust III (incorporated by reference to Exhibit 4.2 of Form 8-K filed on August 2, 2005).
4.3	Junior Subordinated Note (incorporated by reference to Exhibit 4.3 of Form 10-K filed on February 26, 2010)
4.4	Trust Preferred Security Certificates (incorporated by reference to Exhibit 4.4 of Form 10-K filed on February 26, 2010)

Edgar Filing: ARC DOCUMENT SOLUTIONS, INC. - Form 8-K

- 4.6 Indenture, dated June 21, 2013, among Extra Space Storage LP, Extra Space Storage Inc. and Wells Fargo Bank, National Association, as trustee, including the form of 2.375% Exchangeable Senior Notes due 2033 and form of guarantee (incorporated by reference to Exhibit 4.1 of Form 8-K filed on June 21, 2013).
- 4.7 Indenture, dated September 21, 2015, among Extra Space Storage LP, as issuer, Extra Space Storage Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, including the form of 3.125% Exchangeable Senior Notes due 2035 and the form of guarantee (incorporated by reference to Exhibit 4.1 of Form 8-K filed on September 21, 2015).
- 10.1 Registration Rights Agreement, by and among Extra Space Storage Inc. and the parties listed on Schedule I thereto.(1)

98

Edgar Filing: ARC DOCUMENT SOLUTIONS, INC. - Form 8-K

Exhibit Number	Description
10.2	Joint Venture Agreement, dated June 1, 2004, by and between Extra Space Storage LLC and Prudential Financial, Inc.(1)
10.3	Registration Rights Agreement, dated June 20, 2005, among Extra Space Storage Inc. and the investors named therein (incorporated by reference to Exhibit 10.1 of Form 8-K filed on June 24, 2005).
10.4	Purchase Agreement, dated as of July 27, 2005, among Extra Space Storage LP, ESS Statutory Trust III and the Purchaser named therein (incorporated by reference to Exhibit 10.1 of Form 8-K filed on August 2, 2005).
10.5	Registration Rights Agreement, dated March 27, 2007, among Extra Space Storage LP, Extra Space Storage Inc., Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.1 of Form 8-K filed on March 28, 2007).
10.6	Promissory Note, dated June 25, 2007, among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe (incorporated by reference to Exhibit 10.2 of Form 8-K filed on June 26, 2007).
10.7	Pledge Agreement, dated June 25, 2007, among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe (incorporated by reference to Exhibit 10.3 of Form 8-K filed on June 26, 2007).
10.8	Registration Rights Agreement among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe. (incorporated by reference to Exhibit 10.26 of Form 10-K filed on February 26, 2010)
10.9	Membership Interest Purchase Agreement, dated as of April 13, 2012, between Extra Space Properties Sixty Three LLC and PRISA III Co-Investment LLC (incorporated by reference to Exhibit 10.1 of Form 8-K filed on April 16, 2012).
10.10	Extra Space Storage Inc. Executive Change in Control Plan (incorporated by reference to Exhibit 10.1 of Form 8-K filed on August 31, 2011).
10.11	Registration Rights Agreement, dated June 21, 2013, among Extra Space Storage LP, Extra Space Storage Inc., Citigroup Global Markets Inc. and Wells Fargo Securities, LLC (incorporated by reference to Exhibit 10.1 of Form 8-K filed on June 21, 2013).
10.12	Letter Agreement, dated as of November 22, 2013, amending the Contribution Agreement, dated June 15, 2007, among Extra Space Storage LP and various limited partnerships affiliated with AAAAA Rent-A-Space, and the Promissory Note, dated June 25, 2007, among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe (incorporated by reference to Exhibit 10.1 of Form 10-Q filed on May 8, 2014).
10.13*	2015 Incentive Award Plan (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed on April 14, 2015)
10.14	Registration Rights Agreement, dated September 21, 2015, among Extra Space Storage LP, Extra Space Storage Inc., Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the initial purchasers (incorporated by reference to Exhibit 10.1 of Form 8-K filed on September 21, 2015).
10.15	Credit Agreement, dated as of October 14, 2016, by and among Extra Space Storage Inc., Extra Space Storage LP, U.S. Bank National Association, as administrative agent, certain other financial institutions acting as syndication agents, documentation agents, senior management agents and lead arrangers and book runners, and certain lenders party thereto (incorporated by reference to Exhibit 10.1 of Form 8-K
10.16*	2004 Long-Term Compensation Incentive Plan as amended and restated effective March 25, 2008 (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed on April 14, 2008)
10.17*	Form of 2004 Long Term Incentive Compensation Plan Option Award Agreement for Employees with employment agreements. (incorporated by reference to Exhibit 10.11 of Form 10-K filed on February 26, 2010)
10.18*	Form of 2004 Long Term Incentive Compensation Plan Option Award Agreement for employees without employment agreements. (incorporated by reference to Exhibit 10.12 of Form 10-K filed on February 26, 2010)

Edgar Filing: ARC DOCUMENT SOLUTIONS, INC. - Form 8-K

- 10.19* Form of 2004 Non-Employee Directors Share Plan Option Award Agreement for Directors. (incorporated by reference to Exhibit 10.13 of Form 10-K filed on February 26, 2010)
- 10.20* 2004 Long Term Incentive Compensation Plan Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.2 of Form 10-Q filed on November 7, 2007).
- 10.21* First Amendment to Extra Space Storage Inc. 2004 Non-Employee Directors' Share Plan (incorporated by reference to Exhibit 10.4 of Form 10-Q filed on November 7, 2007).
- 10.22* Extra Space Storage Non-Employee Directors' Share Plan (incorporated by reference to Exhibit 10.22 of Form 10-K/A filed on March 22, 2007).
- 21.1 Subsidiaries of the Company(2)
- 23.1 Consent of Ernst & Young LLP(2)
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(2)
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(2)

Exhibit Number	Description
32.1	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(2) The following financial information from Registrant's Annual Report on Form 10-K for the period ended December 31, 2014, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets as of December 31, 2014 and 2013; (ii) Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012; (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2014, 2013 and 2012; (iv) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2014, 2013 and 2012; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012; and (vi) Notes to Consolidated Financial Statements(2).
101	

* Management compensatory plan or arrangement

(1)Incorporated by reference to Registration Statement on Form S-11 (File No. 333-115436 dated August 11, 2004).

(2)Filed herewith.

(3)See Item 15(a)(2) above.

100

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EXTRA SPACE STORAGE INC.

Date: February 27, 2017 By: /S/ JOSEPH D. MARGOLIS

Joseph D. Margolis
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: February 27, 2017 By: /S/ JOSEPH D. MARGOLIS

Joseph D. Margolis
Chief Executive Officer
(Principal Executive Officer)

Date: February 27, 2017 By: /S/ P. SCOTT STUBBS

P. Scott Stubbs
Executive Vice President and Chief Financial
Officer (Principal Financial Officer)

Date: February 27, 2017 By: /S/ GRACE KUNDE

Grace Kunde
Senior Vice President, Accounting and Finance
(Principal Accounting Officer)

Date: February 27, 2017 By: /S/ KENNETH M. WOOLLEY

Kenneth M. Woolley
Executive Chairman

Date: February 27, 2017 By: /S/ KARL HAAS

Karl Haas
Director

Date: February 27, 2017 By: /S/ SPENCER F. KIRK

Spencer F. Kirk
Director

Date: February 27, 2017 By: /S/ DENNIS LETHAM

Dennis Letham
Director

Date: February 27, 2017 By: /S/ DIANE OLMSTEAD

Diane Olmstead
Director

Date: February 27, 2017 By: /S/ ROGER B. PORTER

Roger B. Porter
Director

Date: February 27, 2017 By: /S/ K. FRED SKOUSEN
K. Fred Skousen
Director

101