

U-Store-It Trust  
Form 8-K  
August 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO**  
**SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **August 12, 2009**

**U-Store-It Trust**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**001-32324**  
(Commission File Number)

**460 E. Swedesford Road, Suite 3000**  
**Wayne, Pennsylvania**  
(Address of Principal Executive Offices)

**20-1024732**  
(IRS Employer Identification Number)

**19087**  
(Zip Code)

**(610) 293-5700**

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(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 (*see* General Instruction A.2. below):

- 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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

**Equity Offering**

U-Store-It Trust (the Company) announced today that it is commencing an underwritten public offering of 22,000,000 common shares of beneficial interest. The public offering price and other terms are to be determined by negotiations between the Company and the underwriters. In addition, the Company expects to grant to the underwriters an option for 30 days to purchase up to 3,300,000 additional common shares to cover overallocments, if any, at the public offering price, less the underwriting discounts and commissions. A copy of the press release announcing the Company's offering is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being furnished herewith to this Current Report on Form 8-K.

| <b>Exhibit No.</b> | <b>Description</b>                  |
|--------------------|-------------------------------------|
| 99.1               | Press Release dated August 12, 2009 |

**SIGNATURES**

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.

U-Store-It Trust

Date: August 12, 2009

By: /s/ Jeffrey P. Foster  
Name:  
Title:

Jeffrey P. Foster  
Senior Vice President, Chief Legal Officer  
and Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                  |
|------------------------|-------------------------------------|
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