

Empire State Realty Trust, Inc.
Form SC 13G/A
January 16, 2019

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2

(Amendment No. 3)*

EMPIRE STATE REALTY TRUST, INC.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

292104106
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing this Statement)

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

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

* 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 the purpose of Section 18 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).

CUSIP No. 292104106

NAMES OF REPORTING PERSONS

1

Qatar Investment Authority

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Qatar

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

17,127,815 (See Item 4)

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

29,894,869 (See Item 4)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

29,894,869

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

17.28% (See Item 4)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

CUSIP No. 292104106

NAMES OF REPORTING PERSONS

1

Quark Holding LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Qatar

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
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PERSON WITH

SHARED VOTING POWER

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17,127,815 (See Item 4)

SOLE DISPOSITIVE POWER

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BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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29,894,869

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

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

17.28% (See Item 4)

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

Item 1(a). Name of Issuer:

Empire State Realty Trust, Inc.

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

Empire State Realty Trust, Inc.
111 West 33rd Street, 12th Floor
New York, NY 10120

Item 2(a). Name of Person Filing:

This is being jointly filed by Quark Holding LLC and Qatar Investment Authority ("Reporting Persons").

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached as Exhibit 99.

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

The address of the principal business office of each Reporting Person is Ooredoo Tower, Diplomatic Area Street, West Bay, P.O. Box 23224, Doha, State of Qatar.

Item 2(c). Citizenship:

Each of the Reporting Persons is organized under the laws of Qatar.

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

Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock").

Item 2(e). CUSIP Number:

292104106

Item 3. If this statement is filed pursuant to §§ 240.13d—1(b) or 240.13d—2(b) or (c), check whether the person filing is a:

Not applicable. This Amendment No. 1 is filed pursuant to Rule 13d-1(c) under the Exchange Act.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Ownership Information for Qatar Investment Authority and Quark Holding LLC:

(a) Amount beneficially owned:

29,894,869

(b) Percent of class: 17.28%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

17,127,815

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

29,894,869

This report is being filed by (i) Quark Holding LLC, which directly owns 29,894,869 shares of Class A Common Stock reported herein, and (ii) Qatar Investment Authority, which is the sole member of Quark Holding LLC and therefore may be deemed an indirect beneficial owner of shares of Class A Common Stock directly owned by Quark Holding LLC.

On September 25, 2017 Q REIT Holding LLC transferred its entire beneficial ownership interest in the Issuer to Quark Holding LLC (the "Transaction"). Pursuant to a stockholders agreement between the Issuer and Q REIT Holding LLC, Q REIT Holding LLC granted an irrevocable proxy to the board of directors of the Issuer to vote any shares of Class A Common Stock directly beneficially owned by Q REIT Holding LLC in excess of 9.9% of the total number of shares of the Issuer's Class A Common Stock outstanding. In connection with the Transaction, on September 25, 2017, Quark Holding LLC became a party to, and assumed the obligations of Q REIT Holding LLC under, the stockholders agreement, in accordance with its terms. As a result, Quark Holding LLC has voting power over 17,127,815 shares of Class A Common Stock and dispositive power over 29,894,869 shares of Class A Common Stock it directly beneficially owns, which were previously beneficially owned by Q REIT Holding LLC.

Qatar Investment Authority, as the sole member of Quark Holding LLC, may be deemed to share voting power over 17,127,815 shares of Class A Common Stock and dispositive power over 29,894,869 shares of Class A Common Stock directly beneficially owned by Quark Holding LLC.

Each of the Reporting Persons disclaims beneficial ownership in all shares of the Class A Common Stock reported herein, except to the extent of such Reporting Person's respective pecuniary interest therein. All share percentage calculations in this filing are based on 173,008,231 shares of the Issuer's Class A Common Stock outstanding as of October 30, 2018, as reported on the Issuer's quarterly report on Form 10-Q filed with the SEC on November 06, 2018.

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

If this statement is being filed to report the fact that as of the date hereof a Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Not Applicable

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Date: January 16, 2019

QATAR INVESTMENT
AUTHORITY

By: /s/ Ian Kellow
Name: Ian Kellow
Title: Head of Compliance

QUARK HOLDING LLC

By: /s/ Ian Kellow
Name: Ian Kellow
Title: Head of Compliance

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated as of January 16, 2019.
