

Piedmont Office Realty Trust, Inc.
Form SC TO-T/A
January 07, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

Amendment No. 3

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

PIEDMONT OFFICE REALTY TRUST, INC.
(Name of Subject Company)

MIRELF III REIT INVESTMENTS, LLC
MIRELF III MADISON INVESTMENTS, LP
MADISON INTERNATIONAL HOLDINGS III, LLC
MADISON INTERNATIONAL REAL ESTATE LIQUIDITY FUND III, LP

(Bidders)

SHARES OF COMMON STOCK, PAR VALUE \$0.01
(Title of Class of Securities)

949906101
(CUSIP Number of Class of Securities)

Ronald M. Dickerman
MIRELF III REIT Investments, LLC
c/o Madison International Realty, LLC

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

Calculation of Filing Fee

| | |
|------------------------|----------------------|
| Transaction Valuation* | Amount of Filing Fee |
| \$70,860,000 | \$3,954.00 |

* For purposes of calculating the filing fee only. Assumes the purchase of 23,620,000 Shares at a purchase price equal to \$3.00 per Share in cash.

- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,954.00
Form or Registration Number: SC TO-T: 005-80150
Filing Party: MIRELF III REIT Investments, LLC
Date Filed: October 13, 2009

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

FINAL AMENDMENT TO TENDER OFFER

This Amendment No. 3 to Tender Offer Statement on Schedule TO (this “Amendment”) amends the Tender Offer Statement on Schedule TO (the “Original TO”) filed on October 13, 2009 by MIRELF III REIT Investments, LLC (“MIRELF”), as amended by Amendment No. 1 to the Original TO, filed on November 6, 2009, and by Amendment No. 2 to the Original TO, filed on November 12, 2009. The Original TO, as amended by Amendment No. 1, Amendment No. 2, and this Amendment No. 3, relates to the offer (the “Offer”) on October 13, 2009 by MIRELF, MIRELF III Madison Investments, LP, Madison International Holdings III, LLC, and Madison International Real Estate Liquidity Fund III, LP (collectively, the “Purchaser”) to purchase up to 23,620,000 shares of common stock (the “Shares”) in Piedmont Office Realty Trust, Inc. (the “Corporation”), the subject company, at a purchase price equal to \$3.00 per Share, in cash, which Offer expired on December 15, 2009.

The Offer resulted in the tender by shareholders, and acceptance for payment by the Purchaser, of a total of 1,381,909.19 Shares. The Purchaser previously made available to MIRELF III Investment Processing, LLC (the “Depositary”) sufficient funds to pay for all such tendered Shares and directed the Depositary to pay for all such tendered Shares immediately upon receipt of confirmation from the Corporation (or its transfer agent) that the tendered Shares will be transferred to MIRELF. To date, the Depositary has paid for 1,229,118.18 Shares and expects to pay for all of the remaining tendered Shares promptly.

Following purchase of all of the tendered Shares, the Purchaser will own an aggregate of approximately 1,384,022.69 Shares, or approximately 0.29% of the total outstanding Shares. All of these acquired Shares will be allocated to MIRELF and not to any of the other Purchaser parties listed above.

SIGNATURES

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 7, 2010

MIRELF III REIT Investments, LLC

By: MIRELF III Madison Investments, LP

Its: Managing Member

By: Madison International Holdings III, LLC

Its: General Partner

By: /s/ Ronald M. Dickerman

Ronald M. Dickerman

Managing Member

MIRELF III Madison Investments, LP

By: Madison International Holdings III, LLC

Its: General Partner

By: /s/ Ronald M. Dickerman

Ronald M. Dickerman

Managing Member

Madison International Holdings III, LLC

By: /s/ Ronald M. Dickerman

Ronald M. Dickerman

Managing Member

Madison International Real Estate Liquidity Fund III, LP

By: Madison International Holdings III, LLC

Its: General Partner

By: /s/ Ronald M. Dickerman

Ronald M. Dickerman

Managing Member