

Empire State Realty Trust, Inc.  
Form S-11/A  
July 03, 2012  
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As filed with the Securities and Exchange Commission on July 3, 2012

Registration Statement No. 333-179485

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

Washington, D.C. 20549

**Amendment No. 2**

**to**

**FORM S-11**

***FOR REGISTRATION***

***UNDER***

***THE SECURITIES ACT OF 1933***

***OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES***

**EMPIRE STATE REALTY TRUST, INC.**

*(Exact name of registrant as specified in its governing instruments)*

**One Grand Central Place**

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**60 East 42nd Street**

**New York, New York 10165**

**(212) 953-0888**

*(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)*

**Anthony E. Malkin**

**Chairman, Chief Executive Officer and President**

**c/o Empire State Realty Trust, Inc.**

**One Grand Central Place**

**60 East 42nd Street**

**New York, New York 10165**

**(212) 953-0888**

*(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement. "

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer "                      Accelerated filer "                      Non-accelerated filer                       Smaller Reporting Company "

(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion**

**Preliminary Prospectus, dated July 3, 2012**

**PROSPECTUS**

**Shares**

**Class A Common Stock**

Empire State Realty Trust, Inc. is a Maryland corporation organized to qualify as a real estate investment trust that owns, manages, operates, acquires and repositions office and retail properties in Manhattan and the greater New York metropolitan area.

This is our initial public offering and no public market currently exists for our Class A common stock. We are offering shares of our Class A common stock as described in this prospectus. All of the shares of Class A common stock offered by this prospectus are being sold by us. We currently expect the initial public offering price to be between \$ and \$ per share of our Class A common stock. We intend to apply to have our Class A common stock listed on the New York Stock Exchange or another national securities exchange under the symbol ESB.

Shares of our common stock are subject to ownership limitations that are intended to, among other purposes, assist us in qualifying and maintaining our qualification as a real estate investment trust for U.S. federal income tax purposes. Our charter contains certain restrictions relating to the ownership and transfer of our common stock, including, subject to certain exceptions, a % ownership limit for all stockholders. See Description of Securities Restrictions on Ownership and Transfer beginning on page 248 of this prospectus.

**Investing in our Class A common stock involves risks. See Risk Factors beginning on page 28 of this prospectus for a discussion of certain risk factors that you should consider before investing in our Class A common stock.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds, before expenses, to us	\$	\$

We have granted the underwriters the option to purchase an additional shares of our Class A common stock for 30 days after the date of this prospectus on the same terms and conditions set forth above if the underwriters sell more than shares of Class A common stock in this offering.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The underwriters expect to deliver the shares of our Class A common stock on or about , 2012.

**BofA Merrill Lynch**

**Goldman, Sachs & Co.**

The date of this prospectus is \_\_\_\_\_, 2012.

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**[PICTURE, TEXT AND/OR GRAPHICS FOR INSIDE COVER TO COME]**

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