

Piedmont Office Realty Trust, Inc.
Form SC TO-T/A
October 18, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 3 to
SCHEDULE TO**

**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)

**Series C (PDM B-3) of Tender Investors, LLC,
which is managed by
Tender Investors Manager LLC,
whose sole member is**

**Apex Real Estate Advisors, LLC
(Name of Filing Persons - Offerors)**

SHARES OF CLASS B-3 COMMON STOCK, PAR VALUE \$0.01

(Title of Class of Securities)

720190 503

(CUSIP Number of Class of Securities)

**Brent Donaldson
Series C (PDM B-3) of Tender Investors, LLC,
a Delaware series limited liability company
c/o Tender Investors Manager, LLC
6114 La Salle Ave., #345
Oakland, CA 94611
Tel: 510.619.3636 / Fax: 925.403.7967**

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

Calculation of Filing Fee
Transaction Valuation*
\$29,400,000

Amount of Filing Fee \$5,880

*For purposes of calculating the original filing fee only. In the original filing, the offer was to purchase of 2,100,000 Shares at a purchase price equal to \$14.00 per Share in cash.

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☑ 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.

Amount Previously Paid: \$5,880
Form or Registration: Schedule TO-T
Number: 005-80150
Filing Party: Series C (PDM B-3) of Tender Investors, LLC
Date Filed: August 3, 2010

☐ 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: ☐

TENDER OFFER

This Amendment No. 3 to the Schedule TO originally filed on August 3, 2010 (the Original Schedule TO) by Series C (PDM B-3) of Tender Investors, LLC, a Delaware series limited liability company (the Purchaser), as amended by Amendment Nos. 1 and 2 thereto, relates to the amended offer to purchase up to 427,000 shares of Class B-3 common stock of Piedmont Office Realty Trust, Inc., the subject company (the Amended Offer), is being filed to announce an extension for the termination of the Offer and an increase in the price offered per Share.

The Offer, withdrawal rights, and proration period are now being extended and will expire at 11:59 p.m. Eastern time, on November 15, 2010 (the Expiration Date), unless the offer is extended again.

The Purchaser is also now offering to purchase 427,000 Shares at a purchase price equal to \$15.05 per share less the amount of any dividends declared or made with respect to the Shares between August 3 and the Expiration Date, in cash, without interest, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase dated August 26, 2010 filed as Exhibit (a)(1) to Amendment No. 1, and in the related Assignment Form, as each may be supplemented or amended from time to time (which together constitute the Offer).

Except as set forth herein, no further changes are being made to the terms and conditions of the Amended Offer set forth in the Amendment No. 1 and the exhibits thereto.

Items 1 through 11.

The information in the Amended and Restated Offer to Purchase dated August 26, 2010, including all schedules thereto, previously filed as Exhibit (a)(1) to Amendment No. 1, is hereby expressly incorporated herein by reference in response to Items 1 through 11 of this Statement, except as set forth above or below.

Item 12. Exhibits.

(a)(1) Amended and Restated Offer to Purchase dated August 26, 2010**

(a)(2) Assignment Form*

(a)(3) Amended and Restated Form of Letter to Shareholders dated August 26, 2010**

(a)(4) Form of Advertisement in Investor s Business Daily*

(a)(5) Press Release of Series C (PDM B-3) of Tender Investors, LLC, dated August 26, 2010**

(a)(6) Form of Amended and Restated Advertisement in Investor s Business Daily***

(a)(7) Press Release of Series C (PDM B-3) of Tender Investors, LLC, dated October 18, 2010

(b)-(h) Not applicable

* Previously filed with Original Schedule TO.

** Previously filed with Amendment No. 1 to Original Schedule TO.

*** Previously filed with Amendment No. 2 to Original Schedule TO.

SIGNATURES

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

Dated: October 18, 2010

SERIES C (PDM B-3) OF TENDER INVESTORS, LLC,
A DELAWARE SERIES LIMITED LIABILITY COMPANY

By: Tender Investors Manager, LLC
Its: Manager

By: Apex Real Estate Advisors, LLC
Its: Manager

/s/ Brent R. Donaldson
By: Brent Donaldson
Its: Managing Principal

TENDER INVESTORS MANAGER, LLC,
A DELAWARE LIMITED LIABILITY COMPANY

By: Apex Real Estate Advisors, LLC
Its: Manager

/s/ Brent R. Donaldson
By: Brent Donaldson
Its: Managing Principal

APEX REAL ESTATE ADVISORS, LLC,
A DELAWARE LIMITED LIABILITY COMPANY

/s/ Brent R. Donaldson
By: Brent Donaldson

Its: Managing Principal

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EXHIBIT INDEX

Exhibit	Description
(a)(7)	Press Release of Series C (PDM B-3) of Tender Investors, LLC, dated October 18, 2010

