SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addres Kenyon Tiffa	•	ig Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>National Storage Affiliates Trust</u> [ NSA ]		ionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner				
(Last) C/O NATIONAI	(First)	(Middle) GE AFFILIATES TRUST	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023	x	Officer (give title below) Chief Legal	Other (specify below)				
8400 EAST PRENTICE AVENUE, 9TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)	<ol> <li>Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> </ol>						
(Street) GREENWOOD UNLLACE CO		80111			Form filed by More tha	n One Reporting Person				
VILLAGE										
(City)	(State)	(Zip)								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										

1. Title of Derivative Security (Instr. 3)	(e.g., puts, of Conversion or Exercise Price of Derivative Security			alls, warrants 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5, options, converti 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of         Securities Underlying         Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class A OP Units <sup>(1)</sup>	(1)(2)(3)	02/27/2023	A		12,811 <sup>(2)</sup>		(1)(2)(3)	(4)	Common shares of beneficial interest, \$0.01 par value <sup>(1)</sup>	12,811(1)(2)(3)	\$0	41,208 <sup>(5)(6)</sup>	D	

## Explanation of Responses:

1. Pursuant to the agreement of limited partnership (the "Partnership Agreement") of NSA OP, LP (the "Partnership"), the Reporting Person has the right to cause the Partnership to redeem all or a portion of the Reporting Person's Class A common units of limited partner interest ("Class A OP Units") for cash in an amount equal to the market value of an equivalent number of the common shares of beneficial interest ("Shares") of National Storage Affiliates Trust (the "Issuer"), or at the Issuer's option, Shares on a one-for-one basis, subject to certain adjustments.

2. The Class A OP Units in the first row of this table are comprised of 12,811 Class A OP Units issuable upon the conversion of 12,811 unvested long-term incentive plan units ("LTIP Units") in the Partnership which were granted to the Reporting Person pursuant to a 2023 LTIP Unit Award Agreement between the Issuer and the Reporting Person under the Issuer's 2015 Equity Incentive Plan. Of these, 3,600 vest in three annual installments on January 1, 2024, January 1, 2025, and January 1, 2026, subject to continued employment by the Reporting Person and 9,211 represent the maximum amount of LTIP Units that can vest on January 1, 2026 contingent upon the achievement of certain performance criteria.

3. The Reporting Person will not earn any of the 9,211 performance-based LTIP Units if the minimum performance criteria is not met. The 9,211 performance-based LTIP Units are being reported here for informational purposes only. Vested LTIP Units, after achieving parity with Class A OP Units, are eligible to be converted into Class A OP Units on a one-for-one basis upon the satisfaction of conditions set forth in the Partnership's agreement of limited partnership.

4. N/A.

5. The Reporting Person's total direct and indirect beneficial ownership of Class A OP Units following the reported transactions above is 41,208 Class A OP Units, which includes those Class A OP Units previously reported and the Class A OP Units reported herein (together with those securities convertible into, or exchangeable for, such Class A OP Units as specified therein).

6. This filing shall not be deemed to be an admission that the Reporting Person is the beneficial owner of any of the securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest therein.

## Remarks:

<u>Tiffany Kenyon, by Zoya Afridi,</u> <u>her Attorney-in-fact</u> <u>03/01/2023</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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