

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ 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 Address of Reporting Person * <u>OSGOOD STEVEN G</u>  (Last) (First) (Middle) <u>C/O NATIONAL STORAGE AFFILIATES TRUST</u> <u>8400 EAST PRENTICE AVENUE, 9TH FLOOR</u>  (Street) <u>GREENWOOD</u> <u>CO</u> <u>80111</u> <u>VILLAGE</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National Storage Affiliates Trust [ NSA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/26/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Transaction(s) (Instr. 4)	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				
Class A OP Units <sup>(1)</sup>	(1)(2)	05/26/2023		A		5,192 <sup>(1)</sup>		(1)(2)	(3)	Common shares of beneficial interest, \$0.01 par value <sup>(2)</sup>	5,192	\$36.6 <sup>(4)</sup>	131,036 <sup>(5)</sup>	I	See footnote <sup>(6)</sup>
LTIP Units <sup>(1)</sup>	(1)(2)	05/26/2023		C			3,781 <sup>(7)</sup>	(1)(2)	(3)	Class A OP Units <sup>(1)(2)</sup>	3,781	(1)	8,955 <sup>(1)(5)</sup>	I	See footnote <sup>(6)</sup>
Class A OP Units <sup>(1)</sup>	(1)(2)	05/26/2023		C		3,781 <sup>(7)</sup>		(1)(2)	(3)	Common shares of beneficial interest, \$0.01 par value <sup>(2)</sup>	3,781	(2)	131,036 <sup>(1)(5)</sup>	I	See footnote <sup>(6)</sup>

Explanation of Responses:

1. The 5,192 Class A common units of limited partner interest ("Class A OP Units") in NSA OP, LP (the "Partnership") are issuable upon the conversion of 5,192 long-term incentive plan units ("LTIP Units") in the Partnership. The LTIP Units were granted to the Reporting Person under the Issuer's 2015 Equity Incentive Plan, and are scheduled to vest on the earlier of: (i) May 23, 2024 or (ii) the calendar day immediately preceding the next annual meeting of shareholders, the date of which will be specified in a future proxy statement of the Issuer. 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.
2. Upon conversion of such vested parity LTIP Units into Class A OP Units, the Reporting Person will have the right to cause the Partnership to redeem a portion of the Reporting Person's Class A OP Units for cash in an amount equal to the market value of an equivalent number of the Issuer's common shares of beneficial interest ("Shares"), or at the Issuer's option, Shares on a one-for-one basis, subject to certain adjustments.
3. N/A
4. The price of the derivative securities was determined using the closing price of the Issuer's Shares on May 24, 2023.
5. The Reporting Person's total direct and indirect beneficial ownership following the reported transactions above is 131,036 Class A OP Units, which includes those Class A OP Units previously reported and the Class A OP Units reported herein (together with those other LTIP Units convertible into, or exchangeable for, such Class A OP Units as specified herein and reported in prior Forms 4). Following the reported transactions, the Reporting Person has total direct and indirect beneficial ownership in 3,763 vested LTIP Units and 5,192 unvested LTIP Units. The 131,036 Class A OP Units do not include non-derivative securities of the Reporting Person that were previously reported
6. Held by Steven Osgood TTEE Steven G. Osgood Trust dated 09/09/2019 for which the Reporting Person has voting and/or investment power. 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.
7. Consists of 3,781 LTIP Units held by the Reporting Person which were converted into 3,781 Class A OP Units as described in footnote 1 above. The Reporting Person previously reported the 3,781 LTIP Units that were converted into Class A OP Units as described in this Form 4 as Class A OP Units on an as-converted basis. Accordingly, rows 2 and 3 of this Form 4 are being filed on a voluntary basis solely to provide notice of the conversion of the Reporting Person's 3,781 LTIP Units into 3,781 Class A OP Units.

Remarks:

Steven G. Osgood, by Andrew S. Epstein, his Attorney-in-fact 05/31/2023

\*\* 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.

