SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

OMB APPROVAL

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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 <sup>*</sup> Steinfort Rebecca Lee			2. Issuer Name <b>and</b> Ticker or Trading Symbol National Storage Affiliates Trust [ NSA ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2023		Director Officer (give title below)	10% Owner Other (specify below)			
C/O NATIONAL STORAGE AFFILIATES TRUST 8400 EAST PRENTICE AVENUE, 9TH FLOOR (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
GREENWOOD VILLAGE	СО	80111	Rule 10b5-1(c) Transaction Indication	ed to satisfy the					
(City)	City) (State) (Zip		☐ affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

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

Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ov (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. Transac Code (Ir 8)		Derivative		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)	05/26/2023		A		5,055 <sup>(1)</sup>		(1)(2)	(3)	Common shares of beneficial interest, \$0.01 par value <sup>(2)</sup>	5,055	\$36.6 <sup>(4)</sup>	27,645 <sup>(5)</sup>	D	
LTIP Units <sup>(1)</sup>	(1)(2)	05/26/2023		с			3,452 <sup>(6)</sup>	(1)(2)	(3)	Class A OP Units <sup>(1)(2)</sup>	3,452	(1)	8,422 <sup>(1)(5)</sup>	D	
Class A OP Units <sup>(1)</sup>	(1)(2)	05/26/2023		С		3,452 <sup>(6)</sup>		(1)(2)	(3)	Common shares of beneficial interest, \$0.01 par value <sup>(2)</sup>	3,452	(2)	27,645 <sup>(1)(5)</sup>	D	

## Explanation of Responses:

1. The 5,055 Class A common units of limited partner interest ("Class A OP Units") in NSA OP, LP (the "Partnership") are issuable upon the conversion of 5,055 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 onefor-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.

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 beneficial ownership following the reported transactions above is 27,645 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 beneficial ownership in 3,367 vested LTIP Units and 5,055 unvested LTIP Units.

6. Consists of 3,452 LTIP Units held by the Reporting Person which were converted into 3,452 Class A OP Units as described in footnote 1 above. The Reporting Person previously reported the 3,452 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 3,452 LTIP Units into 3,452 Class A OP Units.

Remarks:

Rebecca Lee Steinfort, by Andrew 05/31/2023

S. Epstein, her Attorney-in-fact
\*\* 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.