

Edgar Filing: American Realty Capital Trust, Inc. - Form RW

American Realty Capital Trust, Inc.
Form RW
July 11, 2011

AMERICAN REALTY CAPITAL TRUST, INC.
106 YORK ROAD
JENKINTOWN, PA 19046

VIA OVERNIGHT DELIVERY AND EDGAR

July 7, 2011

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549
Attention: Sonia Barros

Re: American Realty Capital Trust, Inc. Follow-On Offering
Request to Withdraw Registration Statement on Form S-11
Filed on August 5, 2010
File No. 333-168572

Dear Ms. Barros:

Pursuant to Rule 477 ("Rule 477") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), American Realty Capital Trust, Inc. (the "Company") hereby requests that the Securities and Exchange Commission (the "Commission") consent to the withdrawal of the Company's Registration Statement on Form S-11, Registration No. 333-1618572 (together with all exhibits and amendments thereto, the "Registration Statement").

The Company is requesting withdrawal of the Registration Statement because it has elected not to proceed with the follow-on offering of its common stock. The Registration Statement has not been declared effective by the Commission, and no securities have been sold in connection with this offering. The Company believes that the withdrawal of the Registration Statement is consistent with the public interest and the protection of investors, as contemplated by Rule 477.

The Company requests, in accordance with Rule 457(p) promulgated under the Securities Act, that all fees paid to the Commission in connection with the filing of the Registration Statement be credited to the account of the Company for future use.

Should you have any questions regarding this matter, please contact Peter M. Fass (tel. 212-969-3445) of Proskauer Rose LLP.

July 7, 2011

Page 2

AMERICAN REALTY CAPITAL TRUST, INC.

/s/ Nicholas S. Schorsch

Name: NICHOLAS S. SCHORSCH

Title: CHIEF EXECUTIVE OFFICER

- 2 -
