

CubeSmart  
Form S-8 POS  
June 14, 2012

As filed with the Securities and Exchange Commission on June 14, 2012

Registration No. 333-134684

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**CubeSmart**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**20-1024732**

(I.R.S. Employer Identification No.)

**460 East Swedesford Road, Wayne, PA**  
(Address of Principal Executive Offices)

**19087**  
(Zip Code)

**U-Store-It, L.P. 401(k) Retirement Savings Plan**

(formerly known as the U-Store-It Mini Warehouse Co. 401(k) Retirement Savings Plan)

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(Full title of the plan)

**Timothy M. Martin**

**Chief Financial Officer**

**460 East Swedesford Road**

**Wayne, PA 19087**

(Name and address of agent for service)

**(610) 293-5700**

(Telephone number, including area code, of agent for service)

**Copies to:**

**Melissa Palat Murawsky, Esq.**

Blank Rome LLP

One Logan Square

Philadelphia, PA 19103

(215) 569-5500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-Accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

CubeSmart (formerly known as U-Store-It Trust) (the *Registrant*) is filing this Post-Effective Amendment No. 1 to deregister under this registration statement certain of the Registrant's common shares (the *Common Shares*), originally registered for issuance under the U-Store-It, L.P. 401(k) Retirement Savings Plan (formerly known as the U-Store-It Mini Warehouse Co. 401(k) Retirement Savings Plan) (the *Plan*) pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 2, 2006 (Registration No. 333-134684) (the *Registration Statement*).

The Registrant's Common Shares are no longer offered as an investment option under the Plan, through a self-directed investment option or otherwise, and the Plan continues in force. Pursuant to an undertaking made by the Registrant in the Registration Statement, the Registrant hereby removes from registration the Common Shares and associated interests that were previously registered under the Registration Statement and remain unsold as of the date hereof.

SIGNATURES

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wayne, Pennsylvania, on the date indicated.

CubeSmart

Date June 14, 2012

/s/ Timothy M. Martin  
Timothy M. Martin  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature  | Title(s)  | Date          |
|--|---|---------------|
| /s/ William M. Diefenderfer III<br>William M. Diefenderfer III | Chairman of the Board of Trustees                                       | June 14, 2012 |
| /s/ Dean Jernigan<br>Dean Jernigan                             | Chief Executive Officer and Trustee<br>(principal executive officer)    | June 14, 2012 |
| /s/ Timothy M. Martin<br>Timothy M. Martin                     | Chief Financial Officer<br>(principal financial and accounting officer) | June 14, 2012 |
| /s/ Peiro Bussani<br>Piero Bussani                             | Trustee   | June 14, 2012 |
| /s/ Marianne M. Keler<br>Marianne M. Keler                     | Trustee   | June 14, 2012 |

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| Signature                                  | Title(s) | Date          |
|--|----------|---------------|
| /s/ David J. LaRue<br>David J. LaRue       | Trustee  | June 14, 2012 |
| /s/ John R. Remondi<br>John R. Remondi     | Trustee  | June 14, 2012 |
| /s/ Jeffrey F. Rogatz<br>Jeffrey F. Rogatz | Trustee  | June 14, 2012 |
| /s/ John Fain<br>John Fain                 | Trustee  | June 14, 2012 |

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in Wayne, Pennsylvania, on the date indicated.

U-Store-It, L.P. 401(k) Retirement Savings Plan

Date June 14, 2012

By: /s/ Jeffrey P. Foster  
Name: Jeffrey P. Foster  
Title: Plan Trustee