SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1	934
or Section 30(h) of the Investment Company Act of 1940	

1. Name and Address of Reporting Person <sup>*</sup> Searchlight Capital Partners II <u>GP, LLC</u>		2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2020		3. Issuer Name and Ticker or Trading Symbol <u>Rackspace Technology, Inc.</u> [ RXT ]						
	irst) ZENUE, 2	(Middle) 27TH FLOOR			4. Relationship of Reporting Issuer (Check all applicable) X Director Officer (give	10% C Other	)wner (specify	File 6. I	d (Month/Day ndividual or Jo leck Applicable	int/Group Filing e Line)
(Street) NEW YORK	Y	10151			title below)	below)		3	Person	by One Reporting by More than One Person
(City) (S	State)	(Zip)								
		Ta	able I - Non	1	ve Securities Benefi	-				
1. Title of Securit	ty (Instr. 4)	)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: I (D) or II (I) (Inst	Direct ndirect		ature of Indire ership (Instr.	
Common Stock	Σ.				12,000,000	]	[	See	footnote <sup>(1)(2)</sup>	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conver or Exer Price o	sion O cise F	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Derivat Securit	ive	or Indirect (I) (Instr. 5)	5)
1. Name and Add Searchlight			<u>GP, LLC</u>							
(Last) 745 FIFTH AV	(First) ZENUE, 2	,	ddle)							
(Street) NEW YORK	NY	101	151	_						
(City)	(State)	(Zip	)							
1. Name and Add Searchlight	-	porting Person <sup>*</sup>	<u>GP, L.P.</u>							
(Last) 745 FIFTH AV	(First) ENUE, 2	Ϋ́,	ddle)							
(Street) NEW YORK	NY	101	151							
(City)	(State)	(Zip	)							
1. Name and Add Searchlight										

(Last)	(First)	(Middle)						
745 FIFTH AVENUE, 27TH FLOOR								
(Street)								
NEW YORK	NY	10151						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*								
<u>Searchlight Capital II PV, L.P.</u>								
(Last)	(First)	(Middle)						
745 FIFTH AVENUE, 27TH FLOOR								
(Street)								
NEW YORK	NY	10151						
(City)	(State)	(Zip)						

## **Explanation of Responses:**

1. Represents 5,968,451 securities held of record by Searchlight Capital II, L.P. and 6,031,549 securities held of record by Searchlight Capital II PV, L.P. (the "Record Holders"). Searchlight Capital Partners II GP, L.P. (the "GP LP") is the general partner of the Record Holders and Searchlight Capital Partners II GP, LLC is the general partner of the GP LP (the foregoing, collectively, together with the Record Holders, the "Reporting Persons"). Erol Uzumeri, Eric Zinterhofer and Oliver Haarmann are members of the board of managers of Searchlight Capital Partners II GP, LLC.

2. Each of the Reporting Persons, and Messrs. Uzumeri, Zinterhofer and Haarmann, disclaim beneficial ownership of any shares of Rackspace Technologies, Inc.'s common stock held of record by the Record Holders or that may be beneficially owned by any of the other Reporting Persons, in each case except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity or person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

## **Remarks:**

For purposes of Section 16 of the Exchange Act, the Reporting Persons may be deemed to be a director by deputization of Rackspace Technologies, Inc. As a result, the "Director" box is marked in Item 4 of this Form 3.

<u>Searchlight Capital</u> <u>Partners II GP, LLC By: /s/</u> <u>Darren Glatt, authorized</u> <u>person</u>	/ <u>08/04/2020</u>
Searchlight Capital Partners II GP, L.P. By: Searchlight Capital Partners II GP, LLC, its general partner By: /s/ Darren Glatt, authorized person	<u>08/04/2020</u>
Searchlight Capital II, L.P. By: Searchlight Capital Partners II GP, L.P., its general partner By: /s/ Darren Glatt, authorized person	<u>08/04/2020</u>
Searchlight Capital II PV, L.P. By: Searchlight Capital Partners II GP, L.P., its general partner By: /s/ Darren Glatt, authorized person	<u>08/04/2020</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 5 (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.