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

SCHEDULE 14D-9/A
(RULE 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

InterXion Holding N.V.
(Name of Subject Company)

InterXion Holding N.V.
(Name of Person Filing Statement)

Ordinary Shares, Par Value € 0.10 Per Share
(Title of Class of Securities)

N47279109
(CUSIP Number of Class of Securities)

Scorpius 30
2132 LR Hoofddorp
The Netherlands
+31 20 880 7600

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

With copies to:

Jeffrey J. Rosen
William D. Regner
Sue Meng
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
212-909-6000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 (this “Amendment”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the “Schedule 14D-9”) filed by InterXion Holding N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of the Netherlands (the “Company”) with the Securities and Exchange Commission on January 29, 2020, relating to the exchange offer (the “Offer”) by Digital Intrepid Holding B.V. (formerly known as DN 39J 7A B.V.), a private limited liability company organized under the laws of the Netherlands (“Buyer”) and a subsidiary of Digital Realty Trust, Inc., a Maryland corporation (“Parent”), pursuant to which the Buyer is offering to exchange each outstanding Company ordinary share, par value €0.10 per share, validly tendered and not properly withdrawn pursuant to the Offer for the right to receive 0.7067 shares of Parent common stock, par value \$0.01 per share.

Except to the extent specifically provided in this Amendment, the information set forth in the Schedule 14D-9 remains unchanged. Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

Item 9. EXHIBITS

Item 9 “Exhibits” of the Schedule 14D-9 is hereby amended and supplemented by adding the following information:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(S)	Investor Presentation, dated February 7, 2020 (incorporated by reference to InterXion Holding N.V.’s filing with the SEC pursuant to Rule 425 on February 7, 2020)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

InterXion Holding N.V.

By: /s/ David C. Ruberg

Name: David C. Ruberg

Title: Chief Executive Officer

Date: February 7, 2020