

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
February 16, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 16, 2016**

**NATIONAL RETAIL PROPERTIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**450 South Orange Avenue**

**001-11290**  
**(Commission**

**File Number)**

**56-1431377**  
**(IRS Employer**

**Identification No.)**

**32801**

**Suite 900**

**Orlando, Florida**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (407) 265-7348**

**Not applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

**(a) Recent Developments**

The information included in Exhibit 99.1 (the Tax Exhibit ) to this Current Report provides a summary of additional material federal income tax considerations relevant to an investment in securities of National Retail Properties, Inc. (the Company ). The information in the Tax Exhibit amends in part the discussion under the heading Material Federal Income Tax Considerations contained in or incorporated by reference into prospectuses, and the discussion under the heading Additional Material Federal Income Tax Considerations contained in any prospectus supplement, to the extent any such prospectus or prospectus supplement is included in or incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933 prior to, and remaining effective as of, the date of this Current Report, and the Tax Exhibit shall be deemed incorporated by reference into each such registration statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Additional Material Federal Income Tax Considerations

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht  
Name: Kevin B. Habicht  
Title: Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary and Treasurer

Dated: February 16, 2016