

GLADSTONE COMMERCIAL CORP
Form 8-K
May 20, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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) May 20, 2016 (May 20, 2016)

Gladstone Commercial Corporation

(Exact Name of Registrant as Specified in Charter)

| | | |
|-------------------------------------|---------------------|-----------------------|
| Maryland | 001-33097 | 02-0681276 |
| (State or Other Jurisdiction | (Commission | (IRS |
| of Incorporation) | File Number) | Employer |
| | | Identification |
| | | No.) |

1521 Westbranch Drive, Suite 100

22102

McLean, Virginia

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (703) 287-5800

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:

..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)

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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 7.01. Regulation FD Disclosure.

On May 20, 2016, Gladstone Commercial Corporation (the “Company”) issued a press release (the “Pricing Press Release”) announcing the pricing of a registered direct placement of 1,043,725 shares of its 7.0% Series D Cumulative Redeemable Preferred Stock (the “Series D Preferred Stock”) at an offering price of \$25.00 per share to select institutional and retail investors. The Pricing Press Release also provided that the Company intends to use the net proceeds of the sale of the Series D Preferred Stock to partially redeem shares of its 7.125% Series C Cumulative Term Preferred Stock (“Series C Preferred Stock”).

On May 20, 2016, the Company issued a press release (the “Redemption Press Release”) announcing its intention to partially redeem shares of its Series C Preferred Stock and the cancellation of the previously announced conditional redemptions of its 7.75% Series A Cumulative Redeemable Preferred Stock and 7.5% Series B Cumulative Redeemable Preferred Stock.

Copies of the Pricing Press Release and the Redemption Press Release are furnished herewith as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. Pursuant to the rules and regulations of the Securities and Exchange Commission, the information set forth in this Item 7.01 and in the attached exhibits is deemed to be furnished and shall not be deemed to be filed.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No. Description

- | | |
|------|--|
| 99.1 | Pricing Press Release dated May 20, 2016. |
| 99.2 | Redemption Press Release dated May 20, 2016. |

INDEX TO EXHIBITS

Exhibit No. Description

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|------|--|
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