

GLADSTONE COMMERCIAL CORP
Form 8-A12B
May 25, 2016

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

GLADSTONE COMMERCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or organization)

02-0681276
(I.R.S. Employer Identification No.)

1521 Westbranch Drive, Suite 100

McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 7.00% Series D Cumulative Redeemable Preferred Stock, par value \$0.001 per share | NASDAQ Global Select Market |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-208953 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of the Registrant's Securities to be Registered

This registration statement relates to the registration under Section 12(b) of the Securities Exchange Act of 1934 of the 7.00% Series D Cumulative Redeemable Preferred Stock, Liquidation Preference \$25.00 per Share (the Series D Preferred Stock), of Gladstone Commercial Corporation, a Maryland corporation (the Registrant). The description of the Series D Preferred Stock is set forth under the captions The Offering, and Description of Series D Preferred Stock in the Registrant's Prospectus Supplement, dated May 20, 2016 (the Prospectus Supplement), and under the caption Description of Capital Stock Preferred Stock in the Registrant's Prospectus, dated February 1, 2016 (the Base Prospectus), which were filed with the Securities and Exchange Commission on May 24, 2016 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended. The Prospectus Supplement and the Base Prospectus relate to the Registrant's shelf registration statement on Form S-3 (File No. 333-208953), which became effective on February 1, 2016. The description of the Series D Preferred Stock set forth in the Prospectus Supplement and the Base Prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits

| Exhibit Number | Exhibit |
|-----------------------|--|
| 3.1 | Articles of Restatement, incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33097), filed April 30, 2012. |
| 3.1.1 | Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-33097), filed February 22, 2016. |
| 3.1.2 | Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.00% Series D Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.1 of Form 8-K (File No. 001-33097), filed May 25, 2016. |
| 3.2 | Bylaws, incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003. |
| 3.2.1 | First Amendment to Bylaws, incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K (File No. 001-33097), filed July 10, 2007. |
| 4.1 | Form of Certificate for Common Stock of the Registrant, incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-11 (File No. 333-106024), filed August 8, 2003. |
| 4.2 | Form of Certificate for 7.75% Series A Cumulative Redeemable Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-A12G (File No. 000-50363), filed January 19, 2006. |
| 4.3 | Form of Certificate for 7.50% Series B Cumulative Redeemable Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-A12B (File No. 001-33097), filed October 19, 2006. |
| 4.4 | Form of Certificate for 7.125% Series C Cumulative Term Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-A12B (File No. 001-33097), filed January 31, 2012. |
| 4.5 | Form of Certificate for 7.00% Series D Cumulative Redeemable Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.1 of Form 8-K (File No. 001-33097), filed May 25, 2016. |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 25, 2016

GLADSTONE COMMERCIAL

CORPORATION

By: /s/ David Gladstone

Name: David Gladstone

Title: Chief Executive Officer and

Chairman of the Board of
Directors

EXHIBIT INDEX

| Exhibit Number | Exhibit |
|-----------------------|--|
| 3.1 | Articles of Restatement, incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33097), filed April 30, 2012. |
| 3.1.1 | Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-33097), filed February 22, 2016. |
| 3.1.2 | Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.00% Series D Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.1 of Form 8-K (File No. 001-33097), filed May 25, 2016. |
| 3.2 | Bylaws, incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003. |
| 3.2.1 | First Amendment to Bylaws, incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K (File No. 001-33097), filed July 10, 2007. |
| 4.1 | Form of Certificate for Common Stock of the Registrant, incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-11 (File No. 333-106024), filed August 8, 2003. |
| 4.2 | Form of Certificate for 7.75% Series A Cumulative Redeemable Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-A12G (File No. 000-50363), filed January 19, 2006. |
| 4.3 | Form of Certificate for 7.50% Series B Cumulative Redeemable Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-A12B (File No. 001-33097), filed October 19, 2006. |
| 4.4 | Form of Certificate for 7.125% Series C Cumulative Term Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-A12B (File No. 001-33097), filed January 31, 2012. |
| 4.5 | Form of Certificate for 7.00% Series D Cumulative Redeemable Preferred Stock of the Registrant, incorporated by reference to Exhibit 4.1 of Form 8-K (File No. 001-33097), filed May 25, 2016. |