

---

---

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: January 27, 2011

---

**Gladstone Commercial Corporation**

(Exact Name of Registrant as Specified in Its Charter)

---

**Maryland**

(State or Other  
Jurisdiction of  
Incorporation)

---

**001-33097**

(Commission File Number)

---

**02-0681276**

(IRS Employer  
Identification No.)

---

**1521 Westbranch Drive  
Suite 200, McLean, Virginia**

(Address of Principal Executive Offices)

---

**22102**

(Zip Code)

---

**(703) 287-5800**

(Registrant's Telephone Number, Including Area Code)

**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 7.01. Regulation FD Disclosure.**

Gladstone Commercial Corporation (the "Company") announced today that it is commencing an underwritten public offering of 675,000 shares of its common stock. The public offering price and other terms are to be determined by negotiations between the Company and the underwriters. In addition, the Company expects to grant to the underwriters an option for 30 days to purchase up to 101,250 additional shares of common stock on the same terms and conditions to cover over-allotments, if any. A copy of the press release announcing the Company's offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.* The following exhibit is being furnished herewith to this Current Report on Form 8-K.

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated January 27, 2011 |

---

**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.

**GLADSTONE COMMERCIAL CORPORATION**

Date: January 27, 2011

By: /s/ David J. Gladstone

David J. Gladstone

*Chairman and Chief Executive Officer*

---

INDEX TO EXHIBITS

---

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated January 27, 2011 |



### Gladstone Commercial Corporation Announces Common Stock Offering

MCLEAN, VA, January 27, 2011 — Gladstone Commercial Corporation (NASDAQ:GOOD) (the “Company”) today announced that it plans to sell 675,000 shares of its common stock in an underwritten public offering. The Company also plans to grant the underwriters a 30-day option to purchase up to 101,250 additional shares of common stock on the same terms and conditions to cover over-allotments, if any. Janney Montgomery Scott LLC is serving as the sole book-runner and lead manager for the offering. J.J.B. Hilliard, W.L. Lyons, LLC is serving as a co-manager.

The Company intends to use the net proceeds from this offering to repay existing indebtedness, including a portion of the outstanding balance of its new line of credit, and for general corporate purposes.

The offering is being conducted as a public offering under the Company’s effective shelf registration statement filed with the Securities and Exchange Commission (File No. 333-169290). To obtain a copy of the prospectus and the preliminary prospectus for this offering, please contact: Janney Montgomery Scott LLC, 60 State Street, Boston, MA 02109, Attention: Equity Syndicate Department or [prospectus@janney.com](mailto:prospectus@janney.com).

This communication shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Gladstone Commercial Corporation is a publicly-traded real estate investment trust that focuses on investing in and owning triple-net leased industrial and commercial real estate properties and selectively making long-term mortgage loans.

*All statements contained in this press release, other than historical facts, may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates” and variations of these words and similar expressions are intended to identify forward-looking statements. Readers should not rely upon forward-looking statements because the matters they describe are subject to known and unknown risks and uncertainties that could cause the Company’s business, financial condition, liquidity, results of operations, funds from operations or prospects to differ materially from those expressed in or implied by such statements. Such risks and uncertainties are disclosed under the caption “Risk Factors” of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the SEC on February 24, 2010, our Quarterly Reports on Form 10-Q, as filed with the SEC on May 3, 2010 and November 1, 2010 and our other filings with the Securities and Exchange Commission. The Company cautions readers not to place undue reliance on any such forward-looking statements which speak only as of the date made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

SOURCE Gladstone Commercial Corporation

For further information contact Investor Relations at 703-287-5893.