

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

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

Gladstone Commercial Corporation

(Exact Name of Registrant as Specified in its Charter)

<TABLE>

Maryland

02-0681276

<S>

(State of Incorporation or Organization)

<C>

(I.R.S. Employer Identification no.)

1750 Tysons Blvd., 4th Floor, McLean, VA

22102

(Address of principal executive offices)

(Zip code)

</TABLE>

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), please 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. [X]

Securities Act registration statement form number to which this form relates: 333-106024

(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act: none

<TABLE>

<CAPTION>

Title of Each Class to
be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

<S>

n/a

<C>

n/a

</TABLE>

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

Common Stock, \$0.001 par value per share

(Title of class)

1.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Our Capital Stock," commencing at page 66 of the Prospectus included in Pre-Effective Amendment No. 3 to the Registrant's Form S-11 Registration Statement, No. 333-106024, filed with the Securities and Exchange Commission (the "Commission") on August 11, 2003 is incorporated herein by reference. The prospectus to be filed pursuant to Rule 424(b) following the effective date of the Registration Statement shall be deemed to be incorporated by reference into this registration statement on Form 8-A.

ITEM 2. EXHIBITS.

EXHIBIT
NUMBER

DESCRIPTION

- 3.1* Amended and Restated Articles of Incorporation of the Registrant.
- 3.2* Bylaws of the Registrant.
- 4.1** Form of Stock Certificate.

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* Incorporated by reference to the exhibit of the same number filed with the Registration Statement on Form S-11 (File No. 333-106024) on June 11, 2003.

** Incorporated by reference to the exhibit of the same number filed with Pre-effective Amendment No. 2 to the Registration Statement on Form S-11 (File No. 333-106024) on August 8, 2003.

2.

SIGNATURE

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

Gladstone Commercial Corporation

(Registrant)

Date: August 11, 2003

By: /s/ David J. Gladstone

David J. Gladstone
Chairman of the Board of Directors and Chief
Executive Officer

3.