
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) April 12, 2006

Gladstone Commercial Corporation

(Exact name of registrant as specified in its chapter)

Maryland
(State or other jurisdiction
of incorporation)

0-50363
(Commission
File Number)

02-0681276
(IRS Employer
Identification No.)

1521 Westbranch Drive, Suite 200
McLean, Virginia
(Address of principal executive offices)

22102
(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)
 - 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 12, 2006, Gladstone Commercial Corporation (the “**Company**”) filed Articles of Amendment (the “**Amendment**”) with the Department of Assessments and Taxation of the State of Maryland to amend certain terms of the Articles Supplementary establishing its 7.75% Series A Cumulative Redeemable Preferred Stock (the “**Series A Preferred Stock**”). The effect of the Amendment was to shorten the period of time required between the record and payment dates for dividends declared on the Series A Preferred Stock from ten to seven days, and also to change the required dividend payment date from the 30th day of each month to the last business day of each month. The Company amended the Articles Supplementary to avoid unnecessary administrative effort and expense by allowing the Company to use a dividend payment schedule for the Series A Preferred Stock that is identical to the dividend payment schedule for the Company’s common stock.

Pursuant to the Amendment, the Articles Supplementary were amended by deleting Section 3(a) thereof and inserting in lieu thereof the following:

(a) Holders of shares of the Series A Preferred Stock are entitled to receive, when and as declared by the Board of Directors (or a duly authorized committee thereof), out of funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate of 7.75% per annum of the \$25.00 liquidation preference (the “**Liquidation Preference**”) per share (equivalent to a fixed annual amount of \$1.9375 per share). Dividends on the Series A Preferred Stock shall be cumulative from the date of original issue and shall be payable monthly in arrears on or before the last business day of each month (each, a “**Dividend Payment Date**”). The first dividend, which will be payable on February 28, 2006, will be for a full month. Such dividend and any dividend payable on the Series A Preferred Stock for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve thirty-day months. Dividends will be payable to holders of record as they appear in the stock records of the Company at the close of business on the applicable record date, which shall be such date designated by the Board of Directors of the Company that is not more than 20 nor less than 7 days prior to such Dividend Payment Date (each, a “**Dividend Record Date**”).

Item 7.01 Regulation FD Disclosure.

On April 13, 2006, the Registrant sent a letter to all stockholders of record of the Series A Preferred Stock informing them of the changes to the Articles Supplementary. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein are deemed to have been furnished and shall not be deemed to be “filed” under the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Exhibit Title
99.1	Articles of Amendment to Gladstone Commercial Corporation Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.75% Series A Cumulative Redeemable Preferred Stock
99.2	Letter to stockholders of record of the Series A Preferred Stock dated April 12, 2006

INDEX TO EXHIBIT

Exhibit Number	Exhibit Title
99.1	Articles of Amendment to Gladstone Commercial Corporation Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.75% Series A Cumulative Redeemable Preferred Stock
99.2	Letter to Series A Preferred Stockholders dated April 13, 2006

Exhibit 99.1
ARTICLES OF AMENDMENT
TO
ARTICLES SUPPLEMENTARY
ESTABLISHING AND FIXING THE RIGHTS AND PREFERENCES
OF 7.75% SERIES A CUMULATIVE REDEEMABLE PREFERRED STOCK
OF
GLADSTONE COMMERCIAL CORPORATION

Gladstone Commercial Corporation, a corporation organized and existing under the laws of the State of Maryland (the "Company"), certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.75% Series A Cumulative Redeemable Preferred Stock ("Articles Supplementary") are hereby amended as follows:

Section 3(a) of the Third Article of the Articles Supplementary is hereby amended by deleting Section 3(a) thereof and inserting in lieu thereof the following:

(a) Holders of shares of the Series A Preferred Stock are entitled to receive, when and as declared by the Board of Directors (or a duly authorized committee thereof), out of funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate of 7.75% per annum of the \$25.00 liquidation preference (the "**Liquidation Preference**") per share (equivalent to a fixed annual amount of \$1.9375 per share). Dividends on the Series A Preferred Stock shall be cumulative from the date of original issue and shall be payable monthly in arrears on or before the last business day of each month (each, a "**Dividend Payment Date**"). The first dividend, which will be payable on February 28, 2006, will be for a full month. Such dividend and any dividend payable on the Series A Preferred Stock for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve thirty-day months. Dividends will be payable to holders of record as they appear in the stock records of the Company at the close of business on the applicable record date, which shall be such date designated by the Board of Directors of the Company that is not more than 20 nor less than 7 days prior to such Dividend Payment Date (each, a "**Dividend Record Date**").

SECOND: The amendment to the Articles Supplementary of the Company as hereinabove set forth has been duly approved by the Board of Directors.

THIRD: The undersigned President acknowledges these Articles of Amendment to be the corporate act of the Company and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

FOURTH: These Articles of Amendment shall be effective at the time the Department accepts these Articles of Amendment for record.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Secretary as of the 11th day of April, 2006.

GLADSTONE COMMERCIAL
CORPORATION

/s/ David Gladstone _____

Name: David Gladstone
Title: Chief Executive Officer

[SEAL]

ATTEST:

/s/ George Stelljes III _____

Name: George Stelljes III
Title: Assistant Secretary
April 11, 2006

Exhibit 99.2

April 13, 2006

Re: Recent Change in Dividend Payment Date and Dividend Record Date for the 7.75% Series A Cumulative Redeemable Preferred Stock of Gladstone Commercial Corporation (the "Series A Preferred Stock")

Dear Series A Preferred Stockholder:

On April 11, 2006, the Board of Directors of Gladstone Commercial Corporation (the "Company") determined it was necessary to modify the dividend record and payment date provisions of the Articles Supplementary establishing the terms of our Series A Preferred Stock. The modifications included adjustment of the current dividend record date from between 10 and 20 days prior to the dividend payment date to between 7 and 20 days prior to the dividend payment date, and adjustment of the current dividend payment date from on or before the 30th of every month to on or before the last business day of every month. These changes were made by an amendment to the Articles Supplementary filed with the Department of Assessments and Taxation of the State of Maryland on April 12, 2006. The amendment to the Articles Supplementary was deemed necessary in order to make our Series A Preferred Stock dividend practices consistent with our previous dividend payment practices. We believe that these changes will reduce unnecessary administrative effort and expense.

For further information please contact our Investor Relations Manager, Kelly Sargent at 703-287-5835.

Thank you for your continued investment interest in Gladstone Commercial Corporation.

Sincerely,

David Gladstone
Chief Executive Officer