

**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) January 23, 2012

Gladstone Commercial Corporation
(Exact name of registrant as specified in its chapter)

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)

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 7.01. Regulation FD Disclosure.

The Company announced today that it is commencing an underwritten public offering (the "Offering") of 1,000,000 shares of its newly designated Series C Cumulative Term Preferred Stock (the "Series C Preferred Stock"). In addition, the Company expects to grant to the underwriters an option for 30 days to purchase up to 150,000 additional shares of Series C Preferred Stock on the same terms and conditions to cover over-allotments, if any.

Jefferies & Company, Inc. is serving as the sole book-running manager for the Offering, and J.J.B. Hilliard, W.L. Lyons, LLC, Wunderlich Securities, Inc. and Dominick & Dominick LLC are serving as co-managers.

The Company intends to use the net proceeds from this offering to repay any outstanding indebtedness under its line of credit and for acquisitions of real estate.

A copy of the press release announcing the Offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

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 exhibit is deemed to be furnished and shall not be deemed to be filed.

Item 9.01. Financial Statements and Exhibits.

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

Exhibit 99.1 – Press Release dated January 23, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

January 23, 2012

Gladstone Commercial Corporation
(Registrant)

By: /s/ Danielle Jones
(Danielle Jones, Chief Financial Officer)

INDEX TO EXHIBITS

Exhibit
No.

Description

99.1 Press Release dated January 23, 2012



Gladstone Commercial Corporation Announces Preferred Stock Offering

MCLEAN, Va., Jan. 23, 2012 Gladstone Commercial Corporation (NASDAQ: GOOD) (the "Company") today announced that it plans to sell shares of its newly designated Series C Cumulative Term Preferred Stock (the "Series C Preferred Stock") in an underwritten public offering. The Company also plans to grant the underwriters a 30-day option to purchase additional shares of Series C Preferred Stock on the same terms and conditions to cover over-allotments, if any. Jefferies & Company, Inc. is serving as the sole book-running manager for the offering, and J.J.B. Hilliard, W.L. Lyons, LLC, Wunderlich Securities, Inc., and Dominick & Dominick LLC are serving as co-managers.

The Company intends to use the net proceeds from its offering of the Series C Preferred Stock (the "Offering") to repay any outstanding indebtedness under its line of credit and for acquisitions of real estate.

Prospective investors in the Series C Preferred Stock are advised to carefully consider the investment objectives, risks and charges and expenses of the Company before investing. The preliminary prospectus supplement, dated January 23, 2012, and the accompanying prospectus dated September 27, 2010, which have been filed with the Securities and Exchange Commission, contain this and other information about the Company and should be read carefully by prospective investors before investing.

The Offering is being conducted as a public offering under the Company's effective shelf registration statement filed with the Securities and Exchange Commission (Registration No. 333-169290). To obtain a copy of the Offering's prospectus and the preliminary prospectus supplement, please contact: Jefferies & Company, Inc., 520 Madison Avenue, 8th Floor, New York, New York, 10022 (Attention: Investment Grade Debt Capital Markets) or call (201) 761-7610.

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 ("REIT") that focuses on investing in and owning triple-net leased industrial, commercial, medical and retail real estate properties. The Company currently owns 72 properties.

SOURCE Gladstone Commercial Corporation

For further information: Investor Relations, +1-703-287-5893

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Statements about the Company's business that are not historical facts are "forward-looking statements." Forward-looking statements are based upon current expectations. You should not rely upon our forward-looking statements because the matters that they describe are subject to known and unknown risks and uncertainties that could cause the Company's future results, performance, or achievements to differ significantly from the results, performance, or achievements expressed or implied by such statements. Such risks are set forth under the captions "Item 1A. Risk Factors" and "Forward-Looking Statements" in our annual report on Form 10-K and under the caption "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" (or similar captions) in our quarterly reports on Form 10-Q, and are described in our other filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update publicly or revise any guidance or other forward-looking statement, whether as a result of new information, future developments, or otherwise.