

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 200, 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**  
7.125% Series C Cumulative Term  
Preferred Stock, \$0.001 par value

**Name of each exchange  
on which each class is to be registered**  
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), 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), please check the following box.

Securities Act registration file number to which this form relates: File No. 333-128783

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

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

The description of the 7.125% Series C Cumulative Term Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), of Gladstone Commercial Corporation, a Maryland corporation (the "Registrant"), is incorporated by reference to the information set forth under the caption "Description of the Series C Term Preferred Stock" in the prospectus supplement dated January 25, 2012 and filed pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, in the form in which it was filed on January 26, 2012 with the Securities and Exchange Commission. The prospectus supplement supplements the prospectus contained in the Registrant's registration statement on Form S-3 (File No. 333-169290), which was declared effective by the Securities and Exchange Commission on September 27, 2010. The Preferred Stock is expected to be listed on the NASDAQ Global Select Market.

**Item 2. Exhibits.**

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Amendment and Restatement to Articles of Incorporation, incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003.
3.1.1	Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.3 of Form 8-A12G (File No. 000-50363), filed January 19, 2006.
3.1.2	Articles of Amendment to Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 99.1 of Form 8-K (File No. 000-50363), filed on April 13, 2006.
3.1.3	Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.5% Series B Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.4 of Form 8-A12B (File No. 000-50363), filed October 19, 2006.
3.1.4	Articles of Amendment to Articles of Amendment and Restatement to Articles of Incorporation, incorporated by reference to Exhibit 3.1.1 to the Quarterly Report on Form 10-Q (File No. 001-33097), filed July 30, 2009.
3.1.5	Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-33097), filed March 19, 2010.
3.1.6	Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-33097), filed September 9, 2010.
3.1.7	Articles Supplementary, incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K (File No. 001-33097), filed September 9, 2010.
3.1.8	Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.125% Series C Cumulative Term Preferred Stock, incorporated by reference to Exhibit 3.1 of Form 8-K (File No. 001-33097), filed January 25, 2012.

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- 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 Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.1 to the 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 Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.1 of Form 8-A12G (File No. 000-50363), filed January 19, 2006.
  - 4.3 Form of Certificate for 7.5% Series B Cumulative Redeemable Preferred Stock of Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.2 of 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 Gladstone Commercial Corporation.

**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, thereunto duly authorized.

GLADSTONE COMMERCIAL CORPORATION

Date: January 31, 2012

By: /s/ David Gladstone  
David Gladstone  
Chief Executive Officer and Chairman of  
the Board of Directors

## EXHIBIT INDEX

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3.1.1	Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.3 of Form 8-A12G (File No. 000-50363), filed January 19, 2006.
3.1.2	Articles of Amendment to Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 99.1 of Form 8-K (File No. 000-50363), filed on April 13, 2006.
3.1.3	Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.5% Series B Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.4 of Form 8-A12B (File No. 000-50363), filed October 19, 2006.
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3.1.8	Articles Supplementary Establishing and Fixing the Rights and Preferences of the 7.125% Series C Cumulative Term Preferred Stock, incorporated by reference to Exhibit 3.1 of Form 8-K (File No. 001-33097), filed January 25, 2012.
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.
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4.2	Form of Certificate for 7.75% Series A Cumulative Redeemable Preferred Stock of Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.1 of Form 8-A12G (File No. 000-50363), filed January 19, 2006.

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- 4.3 Form of Certificate for 7.5% Series B Cumulative Redeemable Preferred Stock of Gladstone Commercial Corporation, incorporated by reference to Exhibit 4.2 of 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 Gladstone Commercial Corporation.

**GP 1**

INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND  
**GLADSTONE COMMERCIAL CORPORATION**  
 THIS CERTIFICATE IS TRANSFERABLE IN  
 CANTON, MA, JERSEY CITY, NJ, NEW YORK, NY, AND PITTSBURGH, PA

CUSIP 376536 50 4  
 SEE REVERSE SIDE  
 FOR CERTAIN DEFINITIONS

THIS IS TO CERTIFY THAT

\_\_\_\_\_ is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF 7.125% SERIES C CUMULATIVE TERM PREFERRED STOCK OF  
 \_\_\_\_\_  
**GLADSTONE COMMERCIAL CORPORATION**  
 \_\_\_\_\_

transferable on the books of the Corporation in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

**IN WITNESS WHEREOF**, the said Corporation has caused this Certificate to be endorsed by the facsimile signatures of its duly authorized officers and to be sealed with the facsimile seal of the Corporation.

Dated: \_\_\_\_\_

  
 Terry Brubaker, Secretary



  
 David Gladstone, Chairman & Chief Executive Officer

Countersigned and Registered  
**ComputerShare Shareowner Services LLC**  
 By: Transfer Agent and Registrar  
 Authorized Signature

CORPNET, NEW YORK

**IMPORTANT NOTICE**

The Corporation will furnish without charge to each stockholder who so requests a full statement of the information required by Section 2-211(b) of the Maryland General Corporation Law with respect to the designations, powers, preferences and relative participating, optional or other special rights of each class of stock or series thereof of the Corporation and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or the Registrar and Transfer Agent.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT-	_____	Custodian	_____
TEN ENT	- as tenants by the entireties		(Cust)		(Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act.		_____
				(State)	

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_ Shares of the capital stock represented by the within

Certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

X \_\_\_\_\_  
(owner sign here)

**NOTICE:** THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.

SIGNATURE(S) GUARANTEED:

\_\_\_\_\_  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15

Signature guaranteed by: \_\_\_\_\_

Firm

\_\_\_\_\_  
City

\_\_\_\_\_  
State