
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 11, 2018

Gladstone Commercial Corporation
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-33097
(Commission
File Number)

02-0681276
(I.R.S. Employer
Identification Number)

1521 Westbranch Drive, Suite 100, McLean, Virginia 22102
(Address of Principal Executive Offices) (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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 11, 2018, Gladstone Commercial Corporation (the “Company”), a Maryland corporation, filed with the Maryland State Department of Assessments and Taxation an Articles Supplementary reclassifying 3,500,000 authorized but unissued shares of the Company’s senior common stock, par value \$0.001 per share (“Senior Common Stock”) as authorized but unissued shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”). As a result of the reclassification, there are 57,971 authorized shares of Senior Common Stock remaining. The foregoing description of the Articles Supplementary is qualified in its entirety by reference to the full text of the Articles Supplementary, which are filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Also on April 11, 2018, the Company filed with the Maryland State Department of Assessments and Taxation an Articles of Amendment to increase the Company’s authorized Common Stock to 87,700,000. A copy of the Articles of Amendment is attached hereto as Exhibit 3.2 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Articles Supplementary, filed with the Maryland State Department of Assessments and Taxation on April 11, 2018.</u>
3.2	<u>Articles of Amendment, filed with the Maryland State Department of Assessments and Taxation on April 11, 2018.</u>

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.

April 12, 2018

Gladstone Commercial Corporation

By: /s/ Michael Sodo

Michael Sodo
Chief Financial Officer

GLADSTONE COMMERCIAL CORPORATION

ARTICLES SUPPLEMENTARY

Gladstone Commercial Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Section 2 of Articles SEVENTH of the charter of the Corporation (the "Charter"), the Board of Directors of the Corporation (the "Board of Directors") reclassified and designated 3,500,000 authorized but unissued shares (the "Shares") of Senior Common Stock, par value \$0.001 per share, of the Corporation as authorized but unissued shares of common stock, par value \$0.001 per share, of the Corporation (the "Common Stock").

SECOND: A description of the Common Stock is contained in Articles SIXTH, SEVENTH and EIGHTH of the Charter.

THIRD: The Shares have been reclassified and designated by the Board of Directors under the authority contained in the Charter.

FOURTH: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned 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 of perjury.

[SIGNATURE PAGE FOLLOWS]

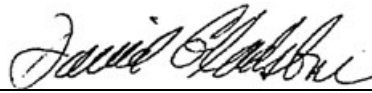
IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 11th day of April, 2018.

ATTEST:

GLADSTONE COMMERCIAL CORPORATION



Name: Michael LiCalsi
Title: Secretary

By: 

Name: David Gladstone
Title: Chief Executive Officer

(SEAL)

GLADSTONE COMMERCIAL CORPORATION
ARTICLES OF AMENDMENT

Gladstone Commercial Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Article FOURTH of the charter of the Corporation (the "Charter") is hereby amended to increase the number of shares of capital stock that the Corporation has authority to issue to 100,000,000 and the number of shares of common stock, par value \$0.001 per share, that the Corporation has authority to issue to 87,700,000.

SECOND: The total number of shares of capital stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 50,000,000, consisting of 37,700,000 shares of common stock, par value \$0.001 per share, 2,600,000 shares of 7.75% Series A Cumulative Redeemable Preferred Stock, par value \$0.001 per share, 2,750,000 shares of 7.5% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share, 950,000 shares of Senior Common Stock, par value \$0.001 per share, and 6,000,000 shares of 7.00% Series D Cumulative Redeemable Preferred Stock, par value \$0.001 per share. The aggregate par value of all authorized shares of capital stock having par value was \$50,000.

THIRD: The total number of shares of capital stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 100,000,000, consisting of 87,700,000 shares of common stock, par value \$0.001 per share, 2,600,000 shares of 7.75% Series A Cumulative Redeemable Preferred Stock, par value \$0.001 per share, 2,750,000 shares of 7.5% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share, 950,000 shares of Senior Common Stock, par value \$0.001 per share, and 6,000,000 shares of 7.00% Series D Cumulative Redeemable Preferred Stock, par value \$0.001 per share. The aggregate par value of all authorized shares of stock having par value is \$100,000.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law (the "MGCL") is not changed by the foregoing amendment of the Charter.

FIFTH: The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly authorized by Section 2-105(a)(13) of the MGCL without any action by the stockholders of the Corporation.

SIXTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned 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 of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 11th day of April, 2018.

ATTEST:

GLADSTONE COMMERCIAL CORPORATION



Name: Michael LiCalsi
Title: Secretary



By: _____
Name: David Gladstone
Title: Chief Executive Officer

(SEAL)