
**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): September 25, 2019

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	GOOD	Nasdaq Global Select Market
7.75% Series A Cumulative Redeemable Preferred Stock, par value \$0.001 per share	GOODP	Nasdaq Global Select Market
7.50% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share	GOODO	Nasdaq Global Select Market
7.00% Series D Cumulative Redeemable Preferred Stock, par value \$0.001 per share	GOODM	Nasdaq Global Select Market

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 7.01. Regulation FD Disclosure.

On September 25, 2019, Gladstone Commercial Corporation (the “Company”) issued a press release (the “Offering Press Release”) announcing that it plans to sell shares of a newly designated Series E Cumulative Redeemable Preferred Stock (“Series E Preferred Stock”) in an underwritten public offering pursuant to its shelf registration statement on Form S-3 (File No. 333-229209). The Offering Press Release also provided that the Company intends to use the net proceeds of the sale of the Series E Preferred Stock first, to optionally redeem all outstanding shares of its 7.75% Series A Cumulative Redeemable Preferred Stock (“Series A Preferred Stock”), and second, to optionally redeem all of its outstanding shares of its 7.50% Series B Cumulative Redeemable Preferred Stock (“Series B Preferred Stock”), and to use any remaining proceeds to repay the Company’s credit facility and for general corporate purposes.

On September 25, 2019, the Company issued a press release (the “Redemption Press Release”) announcing the proposed optional redemption of all outstanding shares of its Series A Preferred Stock and all of its Series B Preferred Stock. Any preferred stock redemptions will be contingent on the closing of the Series E Preferred Stock offering.

Copies of the Offering Press Release and the Redemption Press Release are furnished herewith as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. 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 exhibits is deemed to be furnished and shall not be deemed to be filed.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Offering Press Release dated September 25, 2019.
99.2	Redemption Press Release dated September 25, 2019.



Gladstone Commercial Corporation Announces Offering of Series E Cumulative Redeemable Preferred Stock

McLean, VA, September 25, 2019: Gladstone Commercial Corporation (Nasdaq: GOOD) (the “Company”) today announced that it plans to sell shares of its newly designated Series E Cumulative Redeemable Preferred Stock (the “Series E 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 E Preferred Stock on the same terms and conditions.

Stifel, B. Riley FBR, D.A. Davidson & Co. and Janney Montgomery Scott are acting as joint book-running managers of the offering, and Ladenburg Thalmann and Wedbush Securities are serving as co-managers of the offering.

The Company intends to use the net proceeds from this offering to first, optionally redeem all of the outstanding shares of its 7.75% Series A Cumulative Redeemable Preferred Stock and, second, if the Company raises sufficient proceeds, optionally redeem all of the outstanding shares of its 7.50% Series B Cumulative Redeemable Preferred Stock, and to use any remaining proceeds to pay down its credit facility and for other general corporate purposes. Such optional redemptions will be contingent upon the closing of the Company’s Series E Preferred Stock offering.

The offering is being conducted as a public offering under the Company’s effective shelf registration statement (FileNo. 333-229209) filed with the Securities and Exchange Commission (the “SEC”). Any offer of the securities will be made exclusively by means of a prospectus supplement and accompanying prospectus. Copies of the preliminary prospectus supplement and accompanying prospectus may be obtained, when available, from the SEC’s website at www.sec.gov or by contacting: Stifel, Nicolaus & Company, Incorporated by calling toll-free 855-300-7136 or writing to syndprospectus@stifel.com, B. Riley FBR, Inc. by writing to prospectuses@brileyfbr.com, D.A. Davidson & Co. by writing to prospectusrequest@dadco.com or calling 1-800-332-5915 or Janney Montgomery Scott LLC by writing to prospectus@janney.com or calling 215-665-4450.

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.

About Gladstone Commercial Corporation: Gladstone Commercial is a real estate investment trust focused on acquiring, owning and operating net leased industrial and office properties across the United States. As of July 30, 2019, Gladstone Commercial’s real estate portfolio consisted of 107 properties located in 24 states, totaling approximately 12.9 million square feet.

Forward-Looking Statements

This press release contains certain forward-looking statements, which are based upon the Company's current expectations and are inherently uncertain, including forward-looking statements with respect to the offering, use of proceeds and the redemptions. Any such statements other than statements of historical fact are likely to be affected by other unknowable future events and conditions, including elements of the future that may or may not be under the Company's control, and that the Company may or may not have considered. Accordingly, no assurances can be given that the securities offering discussed above will be completed on the terms described, or at all, or that the net proceeds of the offering will be used as indicated. Completion of the securities offering on the terms described, and the application of net proceeds, are subject to numerous conditions, including, without limitation, market conditions and other risks and uncertainties as detailed under the caption "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 13, 2019 and the Company's other filings with the SEC, including the preliminary prospectus supplement. Any such forward-looking statements speak only as of the time when made and are based on information available to the Company as of such date and are qualified in their entirety by this cautionary statement. The Company assumes no obligation to revise or update any such statement now or in the future.

SOURCE: Gladstone Commercial Corporation

Investor Relations Inquiries: Please call +1-703-287-5878.

Gladstone Commercial Corporation Announces Conditional Redemption of all Outstanding Shares of its Series A and Series B Preferred Stock

McLean, VA, September 25, 2019: Gladstone Commercial Corporation (Nasdaq: GOOD) (the “Company”) today announced the conditional, optional redemption of first, all outstanding shares of its \$25.0 million 7.75% Series A Cumulative Redeemable Preferred Stock (the “Series A Preferred Stock”), and second, all outstanding shares of its \$31.6 million 7.5% Series B Cumulative Redeemable Preferred Stock (the “Series B Preferred Stock”). These optional redemptions are contingent upon the closing of an offering of a new series of cumulative redeemable preferred stock on or prior to October 23, 2019, with net proceeds to the Company sufficient to effect the redemptions. The Company may waive the contingencies with respect to the redemptions of one or both series, may authorize partial redemptions of one or both series and may cancel any redemptions at its sole discretion.

Notices of redemption on a conditional basis will be sent and publicized with respect to both the Series A Preferred Stock and Series B Preferred Stock, each with a conditional redemption date of October 28, 2019 at a redemption price of \$25.00 per share plus all accrued and unpaid dividends through such redemption date.

About Gladstone Commercial Corporation: Gladstone Commercial is a real estate investment trust focused on acquiring, owning and operating net leased industrial and office properties across the United States. As of July 30, 2019, Gladstone Commercial’s real estate portfolio consisted of 107 properties located in 24 states, totaling approximately 12.9 million square feet. For additional information please visit www.gladstonecommercial.com.

Forward-Looking Statements

All statements contained in this press release, other than historical facts, may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates” and variations of these words and similar expressions are intended to identify forward-looking statements. Readers should not rely upon forward-looking statements because the matters they describe are subject to known and unknown risks and uncertainties that could cause the Gladstone Commercial’s business, financial condition, liquidity, results of operations, funds from operations or prospects to differ materially from those expressed in or implied by such statements. Such risks and uncertainties are disclosed under the caption “Risk Factors” of the company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 13, 2019 and certain other filings we make with the SEC. Gladstone Commercial cautions readers not to place undue reliance on any such forward-looking statements which speak only as of the date made. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit www.gladstone.com.

SOURCE: Gladstone Commercial Corporation