
**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): November 29, 2019 (November 22, 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 |
| 7.00% Series D Cumulative Redeemable Preferred Stock, par value \$0.001 per share | GOODM | Nasdaq Global Select Market |
| 6.625% Series E Cumulative Redeemable Preferred Stock, par value \$0.001 per share | GOODN | 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 1.02. Termination of a Material Definitive Agreement.

As previously disclosed in a Current Report on Form 8-K filed by Gladstone Commercial Corporation, a Maryland corporation (the "Company"), with the Securities and Exchange Commission on September 2, 2014, the Company and Gladstone Commercial Limited Partnership, a wholly-owned, consolidated subsidiary of the Company and a Delaware limited partnership, entered into a Controlled Equity OfferingSM Sales Agreement, dated September 2, 2014, as amended on February 22, 2016 (the "Sales Agreement"), with Cantor Fitzgerald & Co. (the "Sales Agent"), pursuant to which the Company could offer and sell from time to time shares of the Company's common stock, par value \$0.001 per share, in an "at-the-market" public offering, having an aggregate offering price of up to \$160.0 million through the Sales Agent (the "ATM Program"). On November 22, 2019, the Company provided notice of its termination of the Sales Agreement to the Sales Agent, in accordance with the terms thereof. As a result of the Company's notice, the ATM Program is terminated effective as of December 2, 2019. The Company is not subject to any termination penalties related to the termination of the Sales Agreement.

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.

Gladstone Commercial Corporation
(Registrant)

November 29, 2019

By: /s/ Michael Sodo
Michael Sodo
Chief Financial Officer