
**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): June 21, 2021

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 7.01. Regulation FD Disclosure.

On June 21, 2021, Gladstone Commercial Corporation (the “Company”) issued a press release (the “Offering Press Release”) announcing that it is commencing an underwritten public offering of shares of its newly designated Series G Cumulative Redeemable Preferred Stock (the “Series G Preferred Stock”) pursuant to its shelf registration statement on Form S-3 (File No. 333-236143). The public offering price and other terms are to be determined by negotiations between the Company and the underwriters. In addition, the Company expects to grant to the underwriters a 30-day option to purchase additional shares of Series G Preferred Stock on the same terms and conditions. The Offering Press Release also provides that the Company intends to use the net proceeds of the sale of the Series G Preferred Stock to optionally redeem all outstanding shares of its 7.00% Series D Cumulative Redeemable Preferred Stock, with any remaining proceeds to repay a portion of the indebtedness outstanding under the Company’s credit facility and for other general corporate purposes.

A copy of the Offering Press Release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is 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 June 21, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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)

June 21, 2021

By: /s/ Gary Gerson
Gary Gerson
Chief Financial Officer



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

McLean, VA, June 21, 2021: Gladstone Commercial Corporation (Nasdaq: GOOD) (the “Company”) today announced that it plans to sell shares of its newly designated Series G Cumulative Redeemable Preferred Stock (the “Series G Preferred Stock”) in an underwritten public offering. The public offering price and other terms are to be determined by negotiations between the Company and the underwriters. The Company also plans to grant the underwriters a 30-day option to purchase additional shares of Series G Preferred Stock on the same terms and conditions.

Stifel, Goldman Sachs & Co. LLC, B. Riley Securities and Baird are acting as joint book-running managers of the offering, and Janney Montgomery Scott LLC, Ladenburg Thalmann, Colliers Securities and Wedbush Securities are serving as co-managers of the offering.

The Company intends to use the net proceeds from this offering to optionally redeem all outstanding shares of its 7.00% Series D Cumulative Redeemable Preferred Stock (the “Series D Preferred Stock”), with any remaining proceeds to repay a portion of the indebtedness outstanding under the Company’s credit facility and for other general corporate purposes. Such optional redemption will be contingent upon the Company having sufficient liquidity to complete such redemption.

The offering is being conducted as a public offering under the Company’s effective shelf registration statement filed on FormS-3 with the SEC (File No. 333-236143). Any offer of the securities will be made exclusively by means of a prospectus supplement and accompanying prospectus. To obtain a copy of the preliminary prospectus supplement, dated June 21, 2021, and the final prospectus supplement, when available for this offering, please contact: Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate Department, One South Street, 15th Floor, Baltimore, MD 21202, by calling toll-free 855-300-7136 or writing to syndprospectus@stifel.com; Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, or by email: Prospectus-ny@ny.email.gs.com; B. Riley Securities, Inc. by writing to prospectuses@brileyfin.com; or Robert W. Baird & Co. Incorporated, 777 E. Wisconsin Avenue, Milwaukee, Wisconsin 53202, Attention: Syndicate Department, facsimile:(414) 298-7474, or by email at syndicate@rwbaird.com.

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 March 31, 2021, Gladstone Commercial’s real estate portfolio consisted of 120 properties located in 27 states, totaling approximately 15.5 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, 2020, as filed with the SEC on February 16, 2021 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.