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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event Reported): December 12, 2022 (December 6, 2022)**

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**Gladstone Commercial Corporation**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	GOOD	The Nasdaq Stock Market LLC
6.625% Series E Cumulative Redeemable Preferred Stock, par value \$0.001 per share	GOODN	The Nasdaq Stock Market LLC
6.00% Series G Cumulative Redeemable Preferred Stock, par value \$0.001 per share	GOODO	The Nasdaq Stock Market LLC

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.

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**Item 8.01 Other Events.**

On December 12, 2022, Gladstone Commercial Corporation (the “Company”) announced that its Board of Directors authorized a share repurchase program for up to \$20,000,000 of each of the Company’s 6.625% Series E Cumulative Redeemable Preferred Stock and 6.00% Series G Cumulative Redeemable Preferred Stock. The authorization expires December 6, 2023 and the repurchase program may be suspended or discontinued at any time and does not obligate the Company to acquire any particular amount of stock. Under the repurchase program, repurchases are intended to be implemented through open market transactions on U.S. exchanges or in privately negotiated transactions, in accordance with applicable securities laws, and any market purchases will be made during applicable trading window periods or pursuant to any applicable Rule 10b5-1 trading plans. The timing, prices, and sizes of repurchases will depend upon prevailing market prices, general economic and market conditions and other considerations. A copy of the Company’s press release announcing the repurchase program is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated December 12, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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)

December 12, 2022

By: /s/ Gary Gerson  
(Gary Gerson, Chief Financial Officer)



## GLADSTONE COMMERCIAL CORPORATION ANNOUNCES SHARE REPURCHASE AUTHORIZATION

MCLEAN, Va., December 12, 2022 – Gladstone Commercial Corporation (Nasdaq: GOOD) (the “Company”) announced that its board of directors has authorized a share repurchase program for up to \$20,000,000 of each of the Company’s 6.625% Series E Cumulative Redeemable Preferred Stock and 6.00% Series G Cumulative Redeemable Preferred Stock. The repurchases are intended to be implemented through open market transactions on U.S. exchanges or in privately negotiated transactions, in accordance with applicable securities laws, and any market purchases will be made during applicable trading window periods or pursuant to any applicable Rule 10b5-1 trading plans. The timing, prices, and sizes of repurchases will depend upon prevailing market prices, general economic and market conditions and other considerations. The authorization expires December 6, 2023 and the repurchase program may be suspended or discontinued at any time and does not obligate the Company to acquire any particular amount of stock.

“After thorough analysis and in consultation with our board of directors, we are announcing a share repurchase authorization as part of a capital allocation strategy that we believe is in the best interest of our shareholders and our business. We believe that, with the current market volatility due to macroeconomic conditions, there is an attractive buying opportunity for our preferred stock. We believe using capital to repurchase our preferred shares at appropriate prices represents a favorable strategic use of capital,” said Buzz Cooper, President of the Company.

### **About Gladstone Commercial (Nasdaq: GOOD)**

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 September 30, 2022, Gladstone Commercial’s real estate portfolio consisted of 137 properties located in 27 states, totaling approximately 17.2 million square feet. For additional information please visit [www.gladstonecommercial.com](http://www.gladstonecommercial.com).

**Forward-looking Statements:** The statements in this press release regarding the Company’s capacity for growth, share repurchases and future distributions are “forward-looking statements.” These forward-looking statements inherently involve certain risks and uncertainties in predicting future results and conditions. Although these statements are based on the Company’s current plans that are believed to be reasonable as of the date of this press release, a number of factors could cause actual results and conditions to differ materially from these forward-looking statements, including those factors described from time to time in the Company’s filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect any future events or otherwise, except as required by law.

**Contact:** For further information contact Investor Relations at 703-287-5893