
**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): October 10, 2023

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:

| <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.

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

On October 10, 2023, the board of directors (the “Board”) of Gladstone Commercial Corporation (the “Company”) approved and adopted the Third Amendment to the Bylaws of the Company, effective as of October 10, 2023 (the “Bylaw Amendment”). The Bylaw Amendment amended Article IV, Section 28 to revise the potential composition of the Executive Committee of the Board to not less than two members of the Board, one of whom will be the Chairman of the Board.

The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment. A copy of the Bylaw Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 3.1 | Third Amendment to the Bylaws of Gladstone Commercial Corporation |
| 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)

October 10, 2023

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

**THIRD AMENDMENT TO BYLAWS
OF
GLADSTONE COMMERCIAL CORPORATION**

The following Amendment is hereby made to the Bylaws (the "***Bylaws***") of Gladstone Commercial Corporation, a Maryland corporation (the "***Corporation***"), as of October 10, 2023:

Article IV, Section 28 is hereby deleted in its entirety and replaced with the following:

Section 28. Executive Committee. The Board of Directors may, but need not, appoint an Executive Committee consisting of not fewer than two members, all of whom must also be members of the Board of Directors, one of whom shall be the Chairman of the Board of Directors, and one of whom shall be designated as the Chairman of the Executive Committee. Furthermore, the composition of the Executive Committee shall meet any applicable Securities and Exchange Commission regulations or any applicable Nasdaq or New York Stock Exchange listing requirements. The Executive Committee shall have and may exercise those rights, powers, and authority of the Board of Directors as may from time to time be granted to it by the Board of Directors, subject to any limitations imposed by law.
