

GLADSTONE COMMERCIAL CORP  
Form 8-K  
February 01, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) : February 1, 2011 (January 28, 2011)**  
**Gladstone Commercial Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

**001-33097**

**02-0681276**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1521 Westbranch Drive  
Suite 200, 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 (*see* General Instruction A.2. below):

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On January 28, 2011, Gladstone Commercial Corporation (the Company ) and Gladstone Commercial Limited Partnership (the Operating Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Janney Montgomery Scott LLC, as representative of the underwriters named in Schedule I thereto (the Underwriters ). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 725,000 shares of common stock, par value \$0.001 per share, at a per share purchase price to the public of \$18.35. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to 108,750 additional shares of common stock on the same terms and conditions to cover over-allotments, if any. The common stock was offered and sold pursuant to a prospectus supplement, dated January 28, 2011, and a base prospectus, dated September 27, 2010, relating to the Company s effective shelf registration statement on Form S-3 (File No. 333-169290). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release announcing the pricing of the common stock offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated January 28, 2011, by and between Gladstone Commercial Corporation, Gladstone Commercial Limited Partnership and Janney Montgomery Scott LLC, as representative of the underwriters named in Schedule I thereto. |
| 5.1                | Opinion of Venable LLP regarding the legality of shares.  |
| 23.1               | Consent of Venable LLP (included in Exhibit 5.1).   |
| 99.1               | Press Release dated January 28, 2011.   |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GLADSTONE COMMERCIAL  
CORPORATION**

Date: February 1, 2011

By: /s/ David J. Gladstone  
David J. Gladstone  
*Chairman and Chief Executive Officer*

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**INDEX TO EXHIBITS**

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