

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))

**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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