

Issuer Free Writing Prospectus  
Dated May 16, 2016  
Filed Pursuant to Rule 433  
Registration Statement No. 333-208953  
Relating to Preliminary Prospectus Supplement Dated May 16, 2016 to  
Prospectus Dated February 1, 2016



# GLADSTONE COMMERCIAL

## *Series D Preferred Offering*



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**Forward-Looking Statements:** This presentation may include forward-looking statements within the meaning of the Securities Act of 1933 or the Securities Exchange Act of 1934. These forward-looking statements include comments with respect to our objectives and strategies, and the future results of our operations and our business. By their nature, these forward-looking statements involve numerous assumptions, uncertainties and descriptions of opportunities, both general and specific. The risk exists that these statements may not be fulfilled. We caution readers of this presentation not to place undue reliance on these forward-looking statements as a number of factors could cause our future results to differ materially from these statements. Any results or performance implied by forward-looking statements may be influenced in particular by factors such as fluctuations in interest rates and stock indices, the effects of competition in the areas in which we operate, and changes in economic, political, regulatory and technological conditions as well as those factors delineated under the caption "Risk Factors" in our preliminary prospectus and our Forms 10-Q and Form 10-K, as filed with the SEC. Therefore, we caution that the foregoing list is not exhaustive. When relying on forward-looking statements to make decisions, investors should carefully consider the aforementioned factors as well as other uncertainties and events.

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# Gladstone Commercial Corporation



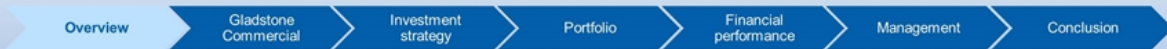
## Offering Summary

Securities:	Series D Cumulative Redeemable Preferred Stock
Liquidation Preference:	\$25.00
Dividend Rate:	6.75% - 7.00%
Dividend Frequency:	Declared Quarterly and Payable Monthly
Listing:	NASDAQ Global Select Market ("NASDAQ") (Expected)
Symbol:	"GOODM" (Expected)
Use of Proceeds:	Redemption of preferred equity, repayment of debt and general corporate purposes
Placement Agent:	CSCA Capital Advisors, LLC

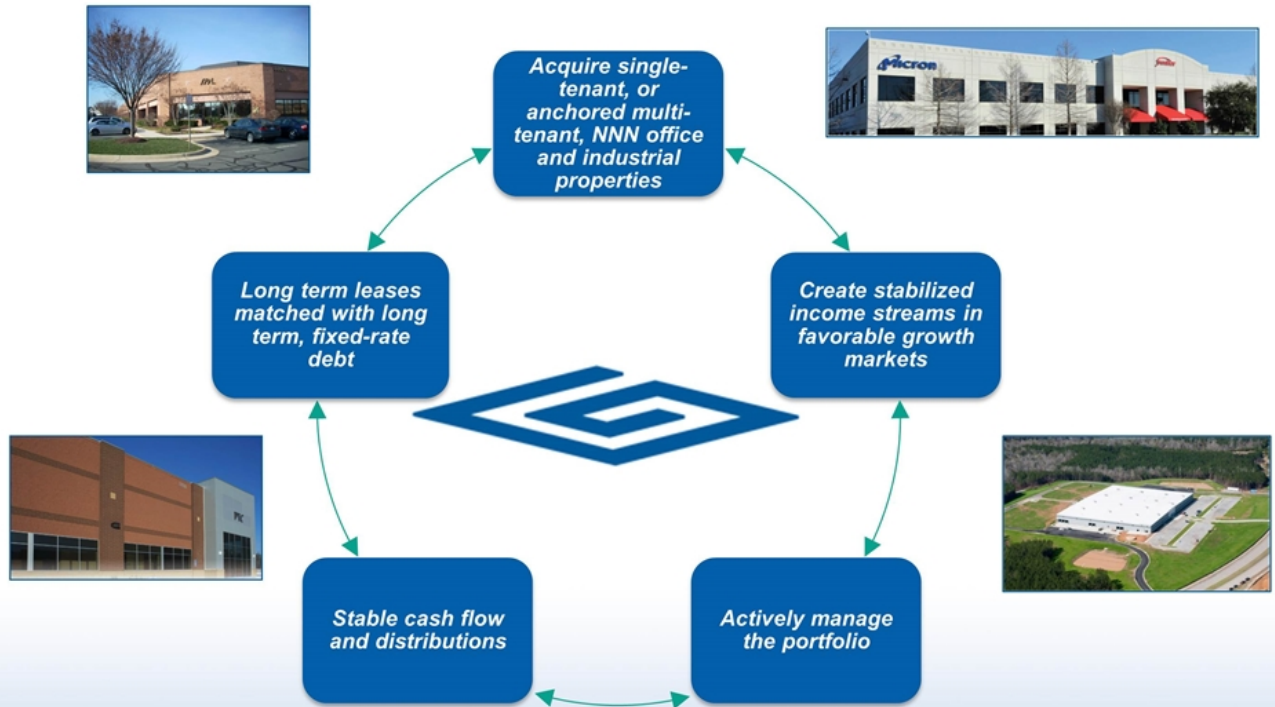
## Company Overview

- Gladstone Commercial Corporation (“Gladstone” or the “Company”) is a publicly owned Real Estate Investment Trust (“REIT”) having completed its IPO in 2003 and listed on the NASDAQ (Ticker: GOOD)
- The Company invests in single tenant and anchored multi-tenant net leased assets
- Gladstone has acquired over 11 million square feet of principally office and industrial real estate nationwide
- Diversified portfolio of 99 properties in 24 states leased to 86 different tenants in 19 industries
- The Company is led by a highly-experienced leadership team with over 150 years of combined experience
- Through its credit-focused investment process, the Company seeks to partner with a variety of tenants; from middle market private businesses to investment grade rated companies

Note: As of 3/31/16



# Gladstone Commercial's Investment Philosophy



# Gladstone Commercial Overview

- IPO: 2003 (NASDAQ:GOOD)
- Market Capitalization: **\$344mm**<sup>(1)</sup>
- Enterprise Value: **\$951mm**<sup>(2)</sup>
- Offices: DC (headquarters) and LA
- Common stock annual distribution per share: **\$1.50**
  - Monthly distributions
  - No missed or cut cash distributions since inception

## Portfolio summary

# of Properties	99
Square feet (mm)	11.0
Occupancy	97.5%
States	24
Tenants	86
Industries	19
Annual rental income (LTM 3/31/16) (\$mm)	\$82.3
FFO per Common Share (LTM 3/31/16) (\$)	\$1.55
Average Lease Term	8.3 years



- (1) Reflects 23.4mm fully diluted shares at an average stock price of \$14.72 for Q1 2016.  
 (2) Reflects Market Capitalization plus \$518mm of outstanding indebtedness less \$5.0mm cash & cash equivalents as of 3/31/2016 plus \$94mm of market value of preferred securities based on average trading prices for Q1 2016 for each of the Series A, Series B, and Series C preferred.

Overview

Gladstone  
Commercial

Investment  
strategy

Portfolio

Financial  
performance

Management

Conclusion

# NNN Leases Minimize Landlord's Expense Exposure

◆ *Consistent cash flows*

◆ *Annual rent increases and reimbursed expenses minimize inflation risk*

◆ *Yields are higher than comparable bonds of tenants and residual value of the asset adds benefit*

◆ *Most net leased properties are 100% occupied by a single tenant, generating full utilization of the asset*

*Net leased ("NNN") properties are real estate assets with leases stipulating the tenant pays rent and all operating expenses, thus **minimizing expense exposure for the landlord.***



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# Significant Growth & Diversification Since 2010

## GOOD Portfolio Progress

	12/31/10	3/31/16	Variance	
<b>Grew a diverse portfolio</b>	Total assets (\$mm)	\$411	\$811	\$400
	Properties	65	99	34
	Tenants	52	86	34
	Square feet (mm)	6.8	11.0	4.2
	Occupancy	97.2%	97.5%	0.3%
	Rental Revenue From Top 5 tenants (\$mm)	\$10.0	\$15.9 <sup>(1)</sup>	\$5.9
	% of Total Rental Revenue	24.2%	19.3%	-4.9%
<b>Revenue and cash flow growth</b>	Revenues (LTM) (\$mm)	\$41.9	\$85.4	\$43.5
	FFO (LTM) (\$mm) <sup>(2)</sup>	\$14.1	\$35.0	\$20.9
<b>Improved capital structure</b>	Net Total Debt / Enterprise Value	58.9%	54.0%	-4.9%
	Net Total Debt + Preferred / Enterprise Value	70.0%	63.8%	-6.2%
	Fixed Charge Coverage <sup>(3)</sup>	1.5x	2.1x	0.6x

(1) Annualized

(2) See the reconciliation of FFO to Net Income in the Appendix.

(3) Fixed charges include interest expense and preferred dividends and excludes debt principal payments.





# Investment Strategy



# Proven Strategy of Underwriting Real Estate and Tenant Strength

## Tenant strength

- ✓ Tenants come from diverse array of industries
- ✓ Each tenant's credit underwritten to Gladstone standards, developed over decades of middle market corporate lending, investing and buyouts through affiliated funds
- ✓ Emphasis on tenant's ability to weather economic downturns

## Real estate markets positioned for growth

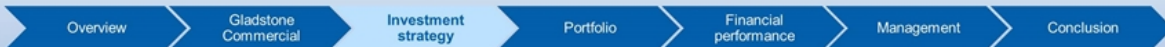
- ✓ Target growth markets across the US
- ✓ Accumulate assets in specific markets to create valuable portfolios
- ✓ Target submarket emphasis is in the path of growth

## Real estate asset quality

- ✓ Superior quality assets with flexible configurations
- ✓ Properties that are critical to tenant's business
- ✓ Single tenant and anchored multi-tenant industrial, office and medical office
- ✓ NNN lease with 7+ years remaining

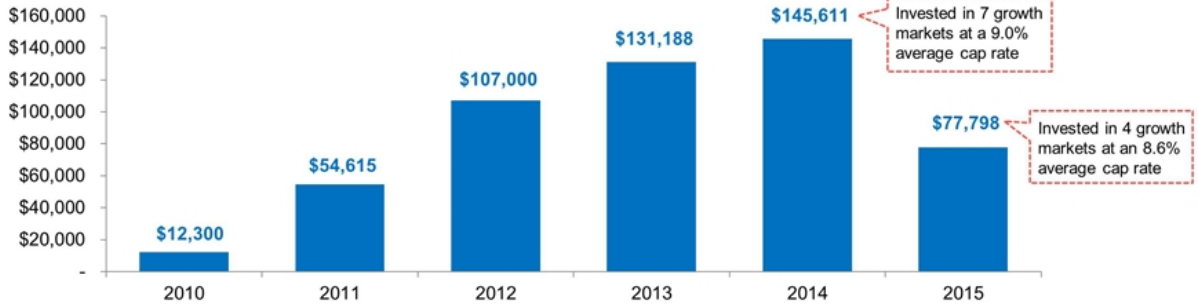
## Transaction focus

- ✓ **\$5mm – \$50mm**
- ✓ Type: 3rd party acquisition, sale-leaseback, build-to-suit JV and build-to-suit forward purchase



# Gladstone Has Achieved Consistent and Disciplined Growth

Historical Investment Volume (\$000)



ViaSat – office



- 100K SF
- Englewood, CO
- Acquired 12/13
- GAAP cap rate: 8.2%

JCIM – industrial

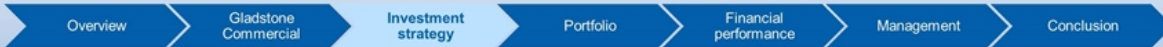


- 536K SF
- Monroe, MI
- Acquired 12/14
- GAAP cap rate: 8.2%

Delta Credit Union - office



- 78K SF
- Atlanta, GA
- Acquired 7/15
- GAAP cap rate: 9.9%





# Portfolio Overview



# Portfolio Overview

## Geographic diversity

- **99** properties across the U.S. located in **24** states
- Focus on secondary growth markets with higher yields



## Tenant and property diversity

- Diverse base of **19** different industries and primarily office and industrial property types
- Focus on mid-size tenants occupying properties ranging from 30-150K SF (office) and 75-500K SF (industrial)



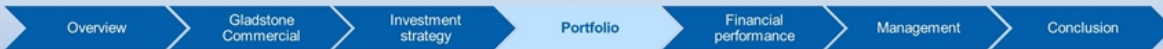
## High occupancy

- Current occupancy **97.5%**
- **4%** of projected rents expiring from 2016-2019
- Only one credit loss since inception



## Periodic capital recycling

- Sell non-core assets
- Re-deploy proceeds in growth markets



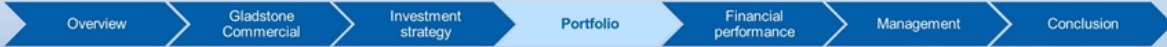
# Diversified Portfolio

99 properties spread across 24 states

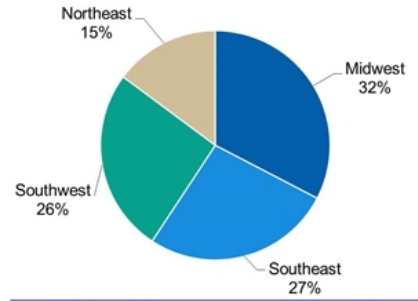


- GOOD Properties
- ★ Target Markets

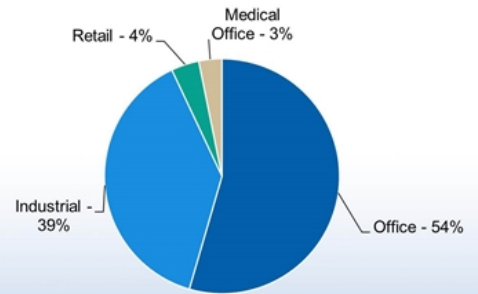
Note: As of 3/31/16



## Geographic diversification (by rent)



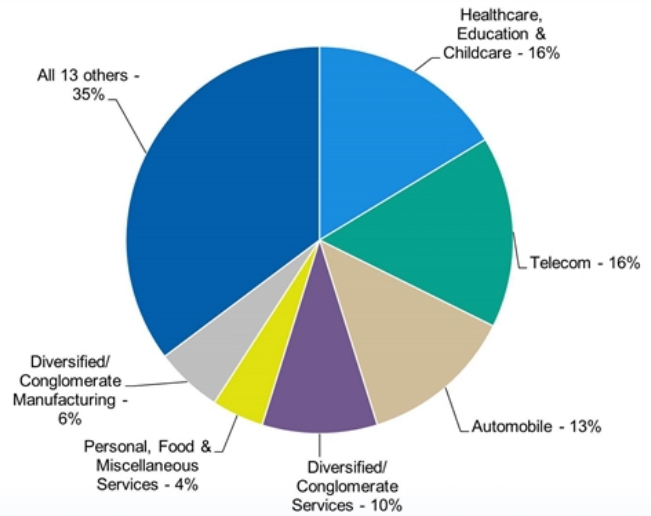
## Property type diversification (by rent)



# High Quality, Diversified Portfolio

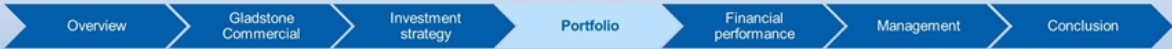
Top tenants	% of rent	% of SF
	6%	3%
	4%	9%
TOWERS WATSON 	3%	1%
	3%	1%
	3%	5%
	3%	1%
All other tenants	78%	80%

## Industry diversification (based on rent)



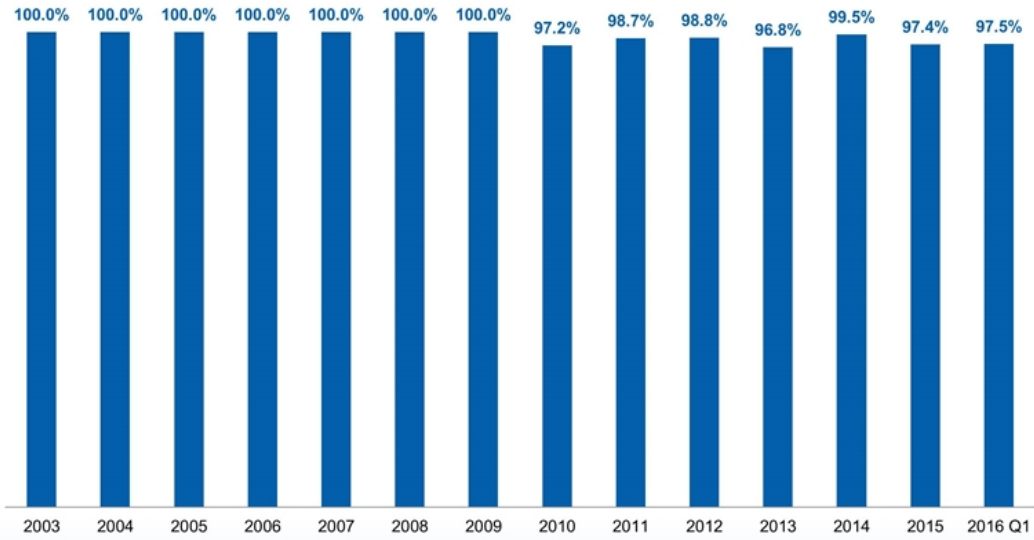
*Portfolio is diversified across industries*

Note: As of 3/31/16

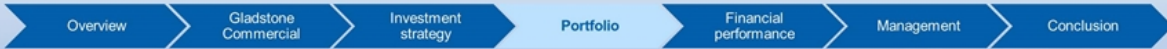




# Consistent High Occupancy



Note: As of 3/31/16

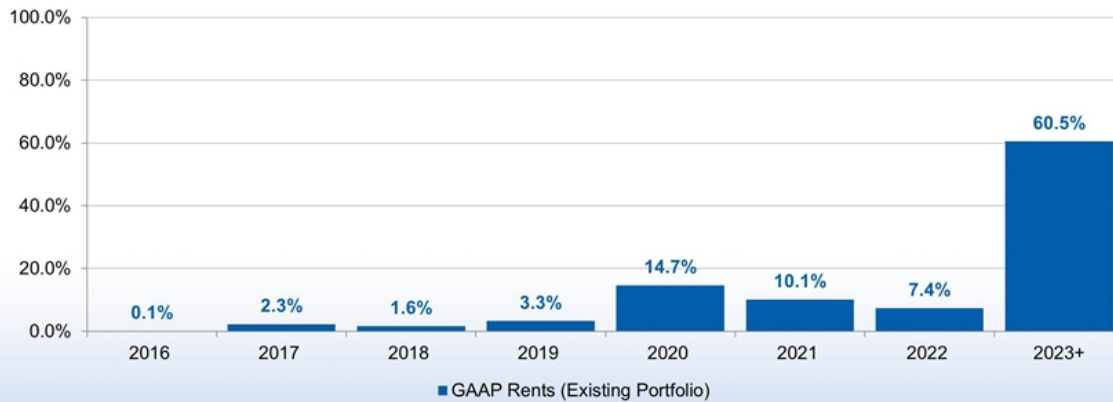


# Limited Near-Term Renewal Risk

\$ in thousands (Existing Portfolio)

Year of Lease Expiration	SF of Leases Expiring	Number of Expiring Leases	Base Rental Revenue	% of Base Revenue
2016	2,914	1	\$26	0.1%
2017	402,357	7	476	2.3%
2018	354,133	3	341	1.6%
2019	304,237	3	673	3.3%
2020	1,048,800	12	3,030	14.7%
2021	684,418	10	2,094	10.1%
2022	395,943	7	1,524	7.4%
2023+	7,569,269	55	12,493	60.5%
<b>Total</b>	<b>10,762,071</b>	<b>98</b>	<b>\$20,657</b>	<b>100.0%</b>

## Lease Expiration Schedule



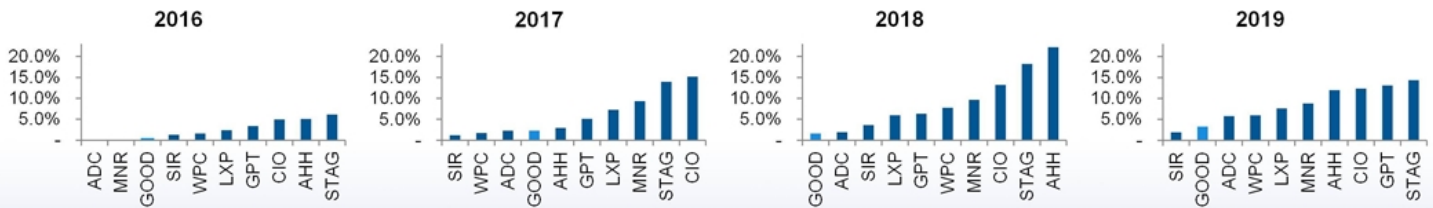
Note: As of 3/31/16



# Lowest Future Turnover Among Competitors

% of Total Annualized Rental Revenue Expiring Within 4 Years

	2016	2017	2018	2019	Total	Assets (\$mm)
<b>Gladstone Commercial</b>	<b>0.1%</b>	<b>2.3%</b>	<b>1.6%</b>	<b>3.3%</b>	<b>7.3%</b>	<b>\$811</b>
Select Income REIT	1.3%	1.2%	3.6%	1.9%	8.0%	\$4,693
Agree Realty	-	2.3%	1.9%	5.8%	10.0%	826
Gramercy Property Trust	3.4%	5.1%	6.3%	13.1%	27.9%	5,348
W.P. Carey	1.6%	1.7%	7.7%	5.9%	16.9%	8,703
Lexington Realty Trust	2.4%	7.3%	6.0%	7.7%	23.4%	3,826
Monmouth REIT	-	9.3%	9.6%	8.8%	27.7%	1,000
Amada Hoffer	5.1%	2.9%	22.2%	12.0%	42.2%	810
City Office	5.0%	15.2%	13.2%	12.3%	45.7%	439
STAG	6.1%	14.0%	18.2%	14.4%	52.7%	1,898
<b>Competitor Weighted Avg</b>	<b>2.4%</b>	<b>4.4%</b>	<b>7.7%</b>	<b>7.6%</b>	<b>22.1%</b>	<b>\$5,385</b>



Portfolio average lease term is 8.3 years

Source: Public filings.





# Financial Performance



# Summary Historical Performance

## Total Revenue (\$ in millions)



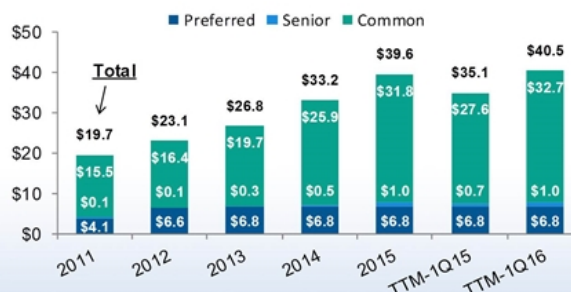
## Funds from Operations (Per Share)<sup>(1)(2)</sup>



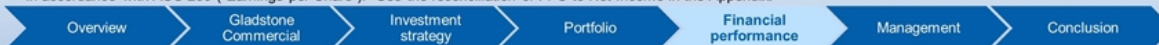
## Total Gross Assets (\$ in millions)



## Total Distributions (\$ in millions)

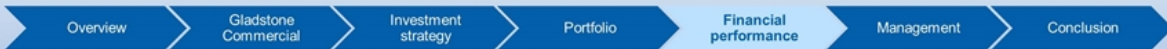
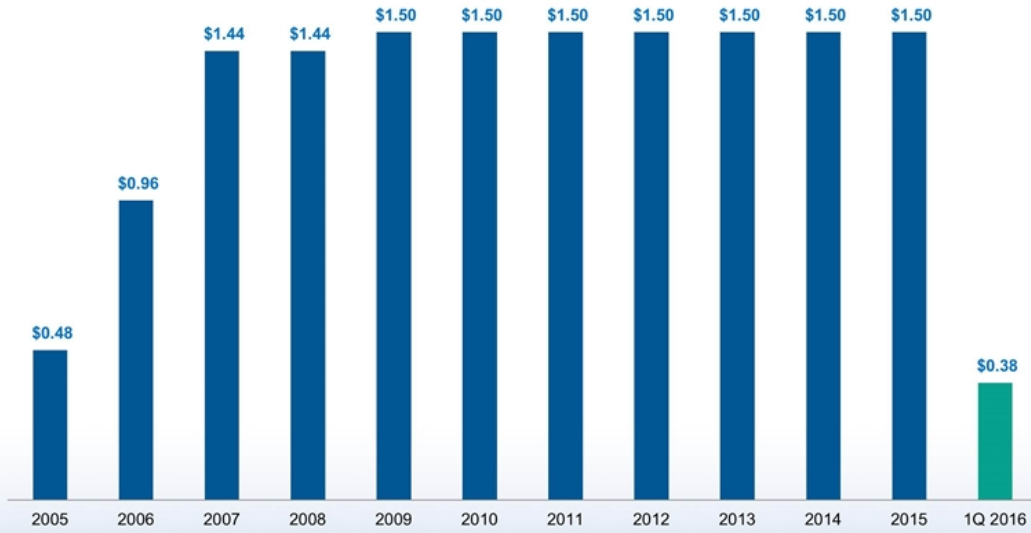


- (1) Includes a \$5.3 million gain (or \$0.30 per share) on debt extinguishment as a result of our Roseville, Minnesota deed-in-lieu transaction during the year ended December 31, 2014.  
 (2) Prior to 1Q16, diluted FFO available to common stockholders was not previously adjusted for the income impact of the assumed conversion of senior common stock, in accordance with ASC 260 ("Earnings per Share"). See the reconciliation of FFO to Net Income in the Appendix.



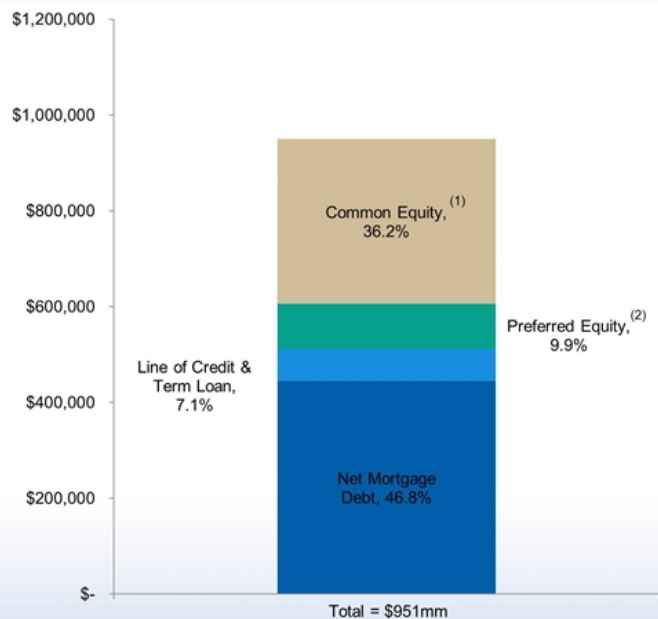
# Strong Record of Regular Distributions

Historical Annual Common Dividend per Share



# Sound Capital Structure and Liquidity

## Current Capital Structure as of 3/31/2016 (\$000)



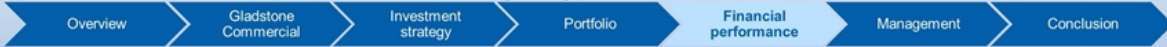
(1) Reflects 23.4mm fully diluted shares at an average stock price of \$14.72 for Q1 2016.

(2) Reflects \$94mm of market value of preferred securities based on average trading prices for Q1 2016 for each of the Series A, Series B and Series C preferred.

## Liquidity

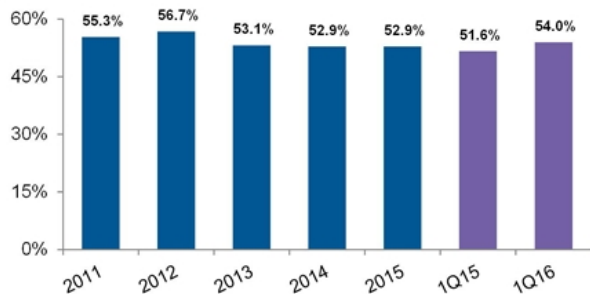
- **\$110mm** credit facility comprised of \$85mm line of credit and \$25mm term loan
- Minimal interest rate exposure because debt is either fixed rate or floating rate with a cap
- Reduced leverage to **54.0%** in 2016 from 66.7% in 2009

## Debt Maturity Schedule

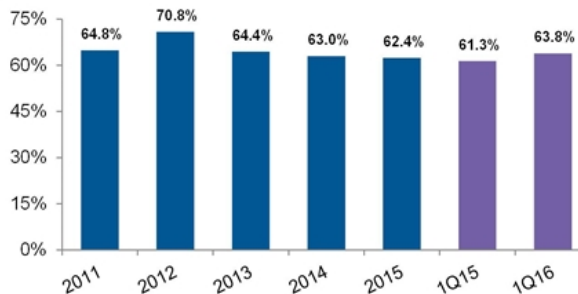


# Summary Historical Leverage Metrics

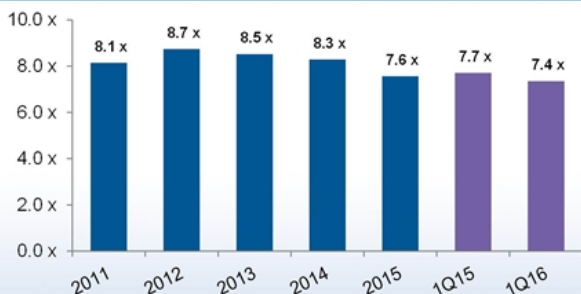
Net Debt / Enterprise Value



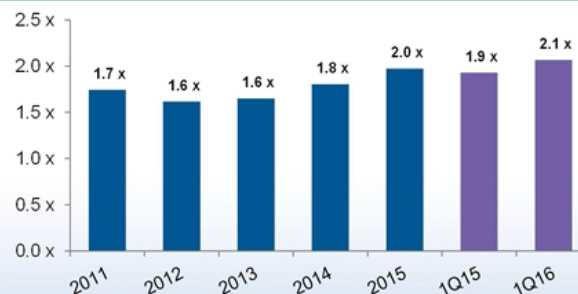
Net Debt Plus Preferred / Enterprise Value



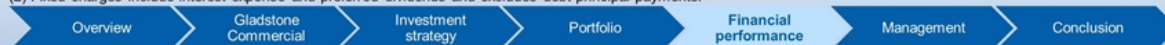
Net Debt / EBITDA <sup>(1)</sup>



Fixed Charge Coverage<sup>(2)</sup>



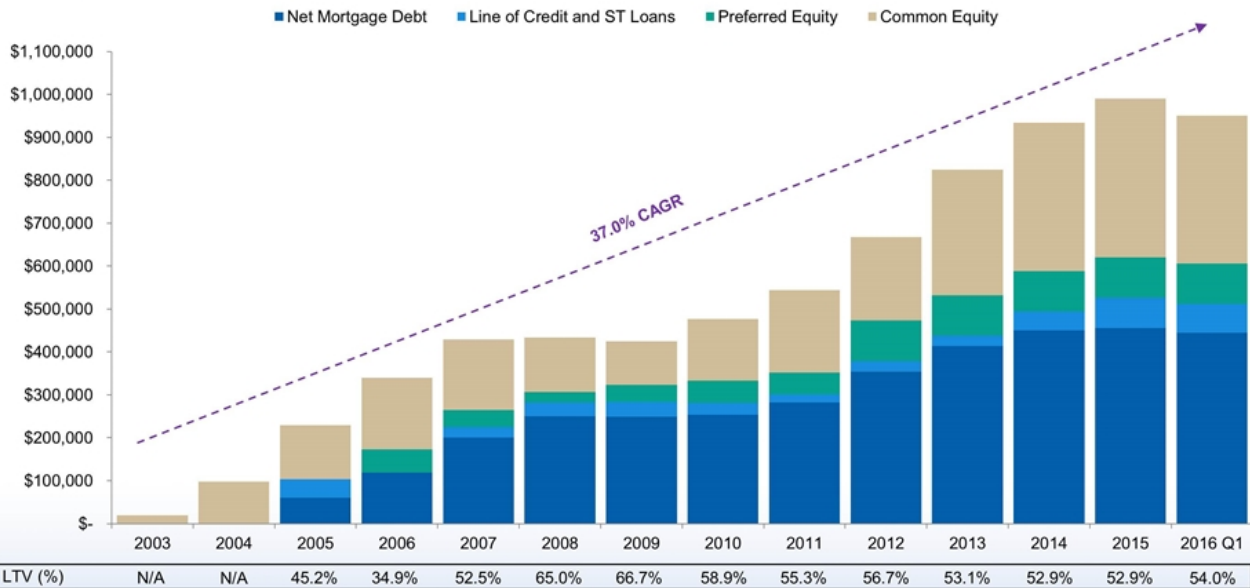
Note: Common Equity uses annual average closing prices and includes effect of convertible securities.  
 (1) See the reconciliation of EBITDA to Net Income in the Appendix.  
 (2) Fixed charges include interest expense and preferred dividends and excludes debt principal payments.



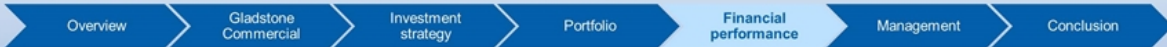


# Improving capital structure over time

Total Enterprise Value (\$000)



Note: Common Equity uses annual average closing prices and includes effect of convertible securities.





# Management



# Experienced Leadership Team



**David Gladstone,  
Chairman and CEO**  
25 years of experience

- Current Chairman and CEO of all four Gladstone funds, public companies #7, #8, #9 and #10 in his career
- Former Chairman of Allied Capital Commercial (REIT), Allied Capital and American Capital
- Former board member of Capital Automotive REIT
- MBA from Harvard Business School, MA from American University, BA from University of Virginia



**Bob Cutlip,  
President**  
25 years of experience

- Current President of the Company
- Former EVP of First Industrial Realty Trust where he directed the acquisition and development business activities in 26 markets in North America
- Former Regional EVP of Duke-Weeks Realty, responsible for operations of the Mid-Atlantic region
- Former Senior Vice President of Highwoods Properties, responsible the Mid-Atlantic markets
- Former National Chairman of National Association of Industrial and Office Properties
- MBA from University of Southern California, MS from Vanderbilt University, BSCE from U.S.A.F. Academy



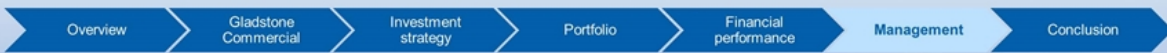
**Danielle Jones,  
Chief Financial  
Officer**  
15 years of experience

- Currently CFO and Assistant Treasurer for the Company
- Previously CFO and Treasurer of Gladstone Land
- Former Corporate Accountant for Avalon Bay and American Express Tax & Business Services
- CPA with the Commonwealth of Virginia
- BBA from James Madison University



**Jay Beckhorn,  
Treasurer**  
25 years of experience

- Current Treasurer of the Company and Gladstone Land, Assistant Treasurer of Gladstone Capital and Gladstone Investment
- Former Regional Managing Director of Heavenrich & Co.
- Former Senior Vice President of Sunrise Senior Living
- Former Managing Director of Riggs Bank
- MBA from Duke University, BA from Colgate University



## Experienced Leadership Team (cont'd)



**Buzz Cooper,**  
**Senior Managing**  
**Director, South and**  
**Southeast Regions**

25 years of experience

- Manages regional acquisition and asset management activities; over 14 years with Gladstone
- Former Principal of Allied Commercial Corporation REIT, where his responsibilities ranged from buying loans from RTC and banks to making real estate backed loans
- BA from Washington and Lee University



**Matt Tucker,**  
**Managing Director,**  
**Northeast and**  
**Midwest Regions**

15 years of experience

- Manages regional acquisition and asset management activities; over 10 years with Gladstone
- Formerly held investment and advisory positions with Liquid Realty Partners, SG Capital Partners and Chase Securities Inc.
- MBA from University of Michigan Business School, AB from Princeton University



**Andrew White,**  
**Managing Director,**  
**Western Region**

25 years of experience

- Manages regional acquisition and asset management activities; joined Gladstone in August of 2013
- Formerly held senior positions with MetLife Real Estate Investments, ING Realty Partners, Berwind Property Group and MIG Real Estate
- MBA from University of California, BS from Drexel University

Overview

Gladstone  
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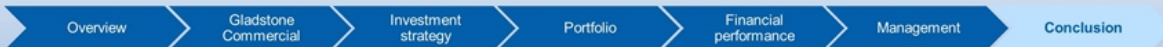
Conclusion

# Conclusion

## Summary Highlights

- ✓ **Significant cash flow coverage of preferred stock distributions**
- ✓ **Strengthened credit profile with leverage down to 54% and fixed charge coverage at 2.1x**
- ✓ **Credit neutral transaction as new preferred stock will be used to redeem existing issues**
- ✓ **Highly diversified portfolio across property types, geographies, tenants and industries**
- ✓ **Robust underwriting standards focused on tenant's credit quality**
- ✓ **Proven investment strategy of long-term net leases matched with long-term debt**
- ✓ **Proactive management of the portfolio results in low vacancy (97.5% occupancy)**
- ✓ **Limited lease renewal risk with less than 4% of leases expiring from 2016-2019**
- ✓ **Disciplined growth focused on diversification, credit tenants with solid balance sheet**

Note: As of 3/31/16



# Appendix

# Funds From Operations

Funds from operations ("FFO"), as defined by The National Association of Real Estate Investment Trusts (NAREIT), is calculated to be equal to net income (loss) applicable to common shareholders, as defined by U.S. GAAP, excluding extraordinary items as defined by U.S. GAAP, gains or losses from sales of previously depreciated real estate assets, impairment charges related to depreciable real estate assets, plus certain non-cash items such as real estate asset depreciation and amortization. FFO should be considered as a supplemental measure of operating performance used by REITs. The Company believes that FFO is helpful to investors as one of several measures of the performance of a REIT. FFO excludes historical cost depreciation as an expense and may facilitate the comparison of REITs which have different cost bases. The items excluded from FFO are significant components in understanding the Company's financial performance.

FFO (i) does not represent cash flow from operations as defined by generally accepted accounting principles; (ii) should not be considered as an alternative to net income a measure of operating performance or to cash flows from operating, investing and financing activities; and (iii) is not an alternative to cash flow as a measure of liquidity. FFO, as calculated by the Company, may not be comparable to similarly entitled measures reported by other REITs.

(SUS in thousands, except share & per share data)	For the Year Ended December 31,						LTM <sup>(1)</sup>	For the Three Months Ended	
	2010	2011	2012	2013	2014	2015	3/31/2016	3/31/2015	3/31/2016
Net Income	\$4,928	\$5,714	\$3,761	\$1,527	\$(5,902)	\$3,596	\$3,755	\$694	\$853
Less: Distributions attributable to preferred and senior common stock	(4,114)	(4,156)	(4,206)	(4,394)	(4,636)	(5,101)	(5,133)	(1,247)	(1,279)
<b>Net (loss) income (attributable) available to common stockholders</b>	<b>\$814</b>	<b>\$1,558</b>	<b>\$(445)</b>	<b>\$(2,867)</b>	<b>\$(10,538)</b>	<b>\$(1,505)</b>	<b>\$(1,378)</b>	<b>\$(553)</b>	<b>\$(426)</b>
<b>Adjustments:</b>									
Add: Real estate depreciation and amortization	\$13,264	\$14,149	\$16,831	\$22,827	\$28,864	\$35,288	\$36,214	\$8,207	\$9,133
Add: Impairment charge	-	-	-	-	14,238	622	665	-	43
Less: Gain on sale of real estate	-	-	-	-	(1,240)	(1,538)	(1,538)	-	-
Add: Convertible senior common distributions	20	62	113	300	542	1,007	1,035	224	252
<b>FFO available to common stockholders - diluted <sup>(2)</sup></b>	<b>\$14,098</b>	<b>\$15,769</b>	<b>\$16,499</b>	<b>\$20,260</b>	<b>\$31,866</b>	<b>\$33,874</b>	<b>\$34,998</b>	<b>\$7,878</b>	<b>\$9,002</b>
Weighted average common shares outstanding - diluted	8,601,153	10,288,711	11,075,216	13,402,370	17,682,012	21,942,554	22,537,510	20,934,606	23,345,402
<b>FFO per weighted average share of common stock - diluted</b>	<b>\$1.64</b>	<b>\$1.53</b>	<b>\$1.49</b>	<b>\$1.51</b>	<b>\$1.80 <sup>(3)</sup></b>	<b>\$1.54</b>	<b>\$1.55</b>	<b>\$0.38</b>	<b>\$0.39</b>
Distributions declared per share of common stock	\$1.50	\$1.50	\$1.50	\$1.50	\$1.50	\$1.50	\$1.50	\$0.375	\$0.375

(1) Reflects last twelve months.

(2) Prior to 1Q16, diluted FFO available to common stockholders was not previously adjusted for the income impact of the assumed conversion of senior common stock, in accordance with ASC 260 ("Earnings per Share").

(3) Includes a \$5.3 million gain (or \$0.30 per share) on debt extinguishment as a result of our Roseville, Minnesota deed-in-lieu transaction during the year ended December 31, 2014.



# EBITDA

Investors and analysts utilize earnings before interest, taxes, depreciation and amortization ("EBITDA") as a supplemental measure for assessing and evaluating operating performance. While we believe net income available to common stockholders, as defined by accounting principles generally accepted in the United States of America (U.S. GAAP), is the most appropriate measure, we consider EBITDA, given its wide use by and relevance to investors and analysts, an appropriate supplemental performance measure. As a liquidity measure, EBITDA provides a tool to further evaluate the ability to incur and service debt and to fund dividends (common and preferred) and other cash needs. In addition, EBITDA is commonly used in various ratios, pricing multiples, yields and returns and valuation calculations used to measure financial position, performance and value. EBITDA does not represent net income or cash flow provided from operating activities as determined in accordance with U.S. GAAP and should not be considered as alternative measures of profitability or liquidity. Additionally, EBITDA as calculated by us may not be comparable to similar titled measures of other companies.

We define EBITDA as net income (loss) plus: (i) interest expense; (ii) taxes; (iii) depreciation & amortization; (iv) Series C preferred stock distributions; (v) impairment charges; and less: (i) gain on extinguishment of debt; (ii) gain on sale of real estate; and (iii) prepayment fee income.

(\$US in thousands)	For the Year Ended December 31,						For the Three Months Ended	
	2010	2011	2012	2013	2014	2015	3/31/2015	3/31/2016
Net Income	\$4,928	\$5,714	\$3,761	\$1,527	\$(5,902)	\$3,596	\$694	\$853
Adjustments:								
plus: Interest Expense	\$17,063	\$17,076	\$20,226	\$24,351	\$26,197	\$28,014	\$6,771	\$6,731
plus: Depreciation & Amortization	13,264	14,149	16,831	22,827	28,864	35,288	8,207	9,133
plus: Series C Preferred Distributions	-	-	2,515	2,743	2,743	2,743	686	686
plus: Impairment Charges	-	-	-	-	14,238	622	-	43
less: Gain on Debt Extinguishment	-	-	-	-	(5,274)	-	-	-
less: Gain on Sale of Real Estate	-	-	-	-	(1,240)	(1,538)	-	-
less: Prepayment Fee Income	3,300 <sup>(1)</sup>	-	-	-	-	-	-	-
<b>EBITDA</b>	<b>\$38,555</b>	<b>\$36,939</b>	<b>\$43,333</b>	<b>\$51,448</b>	<b>\$59,626</b>	<b>\$68,725</b>	<b>\$16,358</b>	<b>\$17,446</b>

(1) Reflects \$3.3 million of non-recurring additional income and prepayment fees related to an early repayment of a mortgage loan originated by the Company originally scheduled to mature in May 2017.

# Condensed Balance Sheet

\$ in thousands (3/31/2016 Unaudited)

	3/31/2016	12/31/2015
<b>ASSETS</b>		
Real estate, at cost	\$ 777,001	\$ 780,377
Less: accumulated depreciation	117,162	112,243
Total real estate, net	659,839	668,134
Lease intangibles, net	101,571	104,914
Real estate and related assets held for sale, net	4,204	1,077
Mortgage note receivable	-	5,900
Cash and cash equivalents	5,010	5,152
Restricted cash	4,290	4,205
Funds held in escrow	5,867	7,534
Deferred rent receivable, net	28,155	27,443
Other assets	2,525	2,825
<b>TOTAL ASSETS</b>	<b>\$ 811,461</b>	<b>\$ 827,184</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Mortgage notes payable, net	\$ 450,664	\$ 455,863
Borrowings under line of credit and term loan	67,348	69,469
Series C mandatorily redeemable preferred stock, net	38,192	38,100
Deferred rent liability, asset retirement obligation and other liabilities, net	27,699	29,881
<b>TOTAL LIABILITIES</b>	<b>\$ 583,903</b>	<b>\$ 593,313</b>
<b>STOCKHOLDERS' EQUITY</b>		
Series A and B redeemable preferred stock	\$ 2	\$ 2
Senior common stock	1	1
Common stock	23	22
Additional paid in capital	421,466	418,897
Distributions in excess of accumulated earnings	(193,934)	(185,051)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>227,558</b>	<b>233,871</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 811,461</b>	<b>\$ 827,184</b>



**GLADSTONE**

Gladstone Commercial Corporation has filed a registration statement (File No. 333-208953) (including a prospectus dated February 1, 2016 and a preliminary prospectus supplement dated May 16, 2016) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the related preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or placement agent will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling CSCA Capital Advisors, LLC at 212-446-9177.