
**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) May 16, 2016 (May 16, 2016)

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
(IRS Employer
Identification No.)

1521 Westbranch Drive, Suite 100
McLean, Virginia
(Address of Principal Executive Offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 287-5800

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))
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Item 7.01. Regulation FD Disclosure.

On May 16, 2016, Gladstone Commercial Corporation (the “Company”) issued a press release (the “Offering Press Release”) announcing that it plans to sell shares of a newly designated Series D Cumulative Redeemable Preferred Stock (“Series D Preferred Stock”) in a registered direct placement pursuant to its shelf registration statement on Form S-3 (File No. 333-208953). The number of shares, public offering price and other terms of the offering are to be determined by negotiations between the Company and the purchasers. The Offering Press Release also provided that the Company intends to use the net proceeds of the sale of the Series D Preferred Stock to redeem all outstanding shares of its 7.125% Series C Cumulative Term Preferred Stock (“Series C Preferred Stock”) and use any remaining proceeds to redeem up to all of its outstanding shares of its 7.75% Series A Cumulative Redeemable Preferred Stock (“Series A Preferred Stock”), up to all of its outstanding shares of its 7.5% Series B Cumulative Redeemable Preferred Stock (“Series B Preferred Stock”) and to repay indebtedness and for general corporate purposes.

On May 16, 2016, the Company issued a press release (the “Redemption Press Release”) announcing the proposed optional redemption of all outstanding shares of its Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock.

Copies of the Offering Press Release and the Redemption Press Release are furnished herewith as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. Pursuant to the rules and regulations of the Securities and Exchange Commission, the information set forth in this Item 7.01 and in the attached exhibits is deemed to be furnished and shall not be deemed to be filed.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Offering Press Release dated May 16, 2016.
99.2	Redemption Press Release dated May 16, 2016.

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.

May 16, 2016

Gladstone Commercial Corporation

By: /s/ Danielle Jones

Danielle Jones
Chief Financial Officer

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Offering Press Release dated May 16, 2016.
99.2	Redemption Press Release dated May 16, 2016.



Gladstone Commercial Corporation Announces Offering of Series D Redeemable Perpetual Preferred Stock

McLean, VA, May 16, 2016: Gladstone Commercial Corporation (NASDAQ: GOOD) (the "Company") today announced that it plans to sell shares of its newly designated Series D Cumulative Redeemable Preferred Stock (the "Series D Preferred Stock") in a registered direct placement.

The Company intends to use the net proceeds from this offering to redeem all outstanding shares of its 7.125% Series C Cumulative Term Preferred Stock (the "Series C Preferred Stock") with any remaining proceeds to redeem up to all of its 7.75% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock"), up to all of its 7.5% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") and, to pay down its credit facility and for other general corporate purposes. All preferred stock redemptions will be contingent upon the closing of its Series D Preferred Stock offering.

CSCA Capital Advisors, LLC is acting as placement agent and Weeden & Co. LLP is serving as settlement agent for the transaction.

A shelf registration statement relating to the securities in this offering has been filed previously with the Securities and Exchange Commission (the "SEC") and is effective. Any offer of the securities will be made exclusively by means of a prospectus supplement and accompanying prospectus. Prospective investors should read the preliminary prospectus supplement and the accompanying prospectus included in the registration statement and other documents the Company has filed with the SEC for more complete information about the Company and the offering of the securities. Copies of these documents may be obtained by contacting CSCA Capital Advisors, 800 Third Avenue, New York, New York 10022, by phone at 212-446-9177, or by fax at 212-446-9181.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About Gladstone Commercial Corporation: Gladstone Commercial is a real estate investment trust focused on acquiring, owning and operating net leased industrial and office properties across the United States. Gladstone Commercial's real estate portfolio consists of 99 properties located in 24 states, totaling approximately 11.0 million square feet. For additional information please visit www.gladstonecommercial.com.

Forward-Looking Statements

This press release contains certain forward-looking statements, which are based upon the Company's current expectations and are inherently uncertain, including forward-looking statements with respect to the offering and the redemptions. Any such statements other than statements of historical fact are likely to be affected by other unknowable future events and conditions, including elements of the future that are or are not under the Company's control, and that the Company may or may not have considered; accordingly, such statements cannot be guarantees or assurances of any aspect of future performance. Actual performance and results could vary materially from these estimates and projections of the future. Such statements speak only as of the time when made and are based on information available to the Company as of the date hereof and are qualified in their entirety by this cautionary statement. The Company assumes no obligation to revise or update any such statement now or in the future.

SOURCE: Gladstone Commercial Corporation

Investor Relations Inquiries: Please visit www.gladstone.com or +1-703-287-5878.



Gladstone Commercial Corporation Announces Conditional Redemption of all Outstanding Shares of its Series A and Series B Preferred Stock and Intention to Redeem Series C Preferred Stock

McLean, VA, May 16, 2016: Gladstone Commercial Corporation (NASDAQ: GOOD) (the "Company") today announced the conditional redemption of all outstanding shares of its \$25.0 million 7.75% Series A Cumulative Redeemable Preferred Stock (the "Series A Preferred Stock"), and its \$31.6 million 7.5% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") and its intention to redeem its \$38.5 million 7.125% Series C Cumulative Term Preferred Stock (the "Series C Preferred Stock"). These optional redemptions are contingent upon the closing of an offering of a new series of cumulative redeemable preferred stock on or prior to June 13, 2016, with net proceeds to the Company sufficient to effect the redemptions, with priority given to the Series C Preferred Stock, then the Series A Preferred Stock, and then the Series B Preferred Stock. The Company may waive the contingencies with respect to the redemptions of one or more series, may authorize partial redemptions of one or more series and may cancel any redemptions at its sole discretion.

Notices of redemption on a conditional basis will be sent and publicized with respect to both the Series A Preferred Stock and Series B Preferred Stock, each with a conditional redemption date of June 15, 2016 at a redemption price of \$25.00 per share plus all accrued and unpaid dividends. We intend to send notices of redemption for Series C Preferred Stock following the closing of the Company's preferred stock offering and the receipt of sufficient funds to redeem the Series C Preferred Stock.

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