
**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) August 2, 2016 (August 2, 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 August 2, 2016, Gladstone Commercial Corporation (the “Company”) issued a press release (the “Pricing Press Release”) announcing the pricing of a registered direct placement of 1,230,000 shares of its 7.0% Series D Cumulative Redeemable Preferred Stock (the “Series D Preferred Stock”) to select institutional and retail investors pursuant to which the Company will receive net proceeds of approximately \$29.8 million. The Pricing Press Release also provided that the Company intends to use the net proceeds of the sale of the Series D Preferred Stock offering to pay down debt, invest in additional net leased real properties in accordance with the Company’s investment objectives and to pay real estate acquisition expenses, to make or invest in mortgage loans in accordance the Company’s investment objectives and for other general corporate purposes.

A copy of the Pricing Press Release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is 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	Pricing Press Release dated August 2, 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.

August 2, 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	Pricing Press Release dated August 2, 2016.

Gladstone Commercial Corporation Prices Offering of 7.0% Series D Cumulative Redeemable Preferred Stock

MCLEAN, Va., August 2, 2016 (GLOBE NEWSWIRE) — Gladstone Commercial Corporation (NASDAQ:GOOD) (the “Company”) today announced the pricing of a registered direct placement of 1,230,000 shares of its 7.0% Series D Cumulative Redeemable Preferred Stock (the “Series D Preferred Stock”) to select institutional and retail investors.

1,267,968 shares of Series D Preferred Stock were outstanding prior to this offering and 2,497,968 shares of Series D Preferred Stock will be outstanding following the offering, representing an aggregate liquidation value of \$62.4 million. The Series D Preferred Stock ranks on parity with the Company’s outstanding 7.75% Series A Cumulative Redeemable Preferred Stock, 7.5% Series B Cumulative Redeemable Preferred Stock and 7.125% Series C Cumulative Term Preferred Stock. Shares of the Series D Preferred Stock are listed on NASDAQ’s Global Select Market under the trading symbol “GOODM.”

The Company expects to receive net proceeds, after placement fees, of approximately \$29.8 million. The offering is expected to settle on or about August 4, 2016, subject to satisfaction of customary closing conditions. The Company will use the proceeds of the offering to pay down debt, invest in additional net leased real properties in accordance with the Company’s investment objectives and to pay real estate acquisition expenses, to make or invest in mortgage loans in accordance the Company’s investment objectives and for other general corporate purposes.

CSCA Capital Advisors, LLC acted as placement agent and Weeden & Co. LLP will serve as settlement agent for the transaction.

The shares of Series D Preferred Stock were offered pursuant to a prospectus supplement and accompanying prospectus under a shelf registration statement that has been filed previously with the Securities and Exchange Commission (the “SEC”), which was declared effective on February 1, 2016. Prospective investors should read the 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 Series D Preferred Stock. 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 11.1 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. 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. For further discussion of the factors that could affect outcomes, please refer to the “Risk Factors” section of the prospectus supplement and accompanying prospectus filed by the Company with the SEC, and the documents incorporated therein by reference, and in the Company’s annual and periodic reports and other documents filed with the SEC, copies of which are available on the SEC’s website, www.sec.gov.

Investor Relations Inquiries: Please visit www.gladstone.com or +1-703-287-5893.