
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): November 1, 2018 (October 30, 2018)

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
(I.R.S. Employer
Identification Number)

1521 Westbranch Drive, Suite 100, 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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02. Unregistered Sales of Equity Securities.

The information in Item 8.01 below is incorporated into this Item 3.02 by reference.

Item 7.01. Regulation FD Disclosure.

A copy of the press release issued by the Company announcing the closing of the acquisition discussed in Item 8.01 below is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Pursuant to the rules and regulations of the SEC, the information in this Item 7.01 disclosure, including Exhibit 99.1 and information set forth therein, is deemed to have been furnished and shall not be deemed to be “filed” under the Securities Exchange Act of 1934, as amended.

Item 8.01. Other Events.

On October 30, 2018, Gladstone Commercial Corporation (the “Company”), through a wholly-owned subsidiary of Gladstone Commercial Limited Partnership (the “Operating Partnership”), completed its acquisition of certain real properties located in Sterling Heights, Michigan and Auburn Hills, Michigan, respectively, consisting of two industrial buildings, from an unrelated third party for total consideration of \$21.3 million, net of acquisition costs, consisting of: (i) approximately \$0.8 million in cash; (ii) approximately 743,000 units of limited partnership interests in the Operating Partnership (“OP Units”); and (iii) \$6.9 million of assumed debt.

Following a one-year holding period, and in accordance with the terms and conditions set forth in the partnership agreement of the Operating Partnership, the holder of the OP Units will be entitled to cause the Company to redeem the OP Units for cash or, at the Company’s discretion, exchange the OP Units for shares of the Company’s common stock, par value \$0.001 per share, on a one-for-one basis. The cash redemption amount per OP Unit would be based on the market price of a share of the Company’s common stock at the time of redemption.

The Company has elected to report early the potential private placement of its common stock (in relation to the aforementioned issuance of OP Units) that may occur if the holder elects to redeem their OP Units and the Company elects to assume the redemption obligation of the Operating Partnership and exchange OP Units for shares of common stock, as described above.

The issuance of OP Units (and possible future exchange thereof for shares of the Company’s common stock) will be consummated without registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption from registration in Section 4(a)(2) of the Securities Act for transactions not involving any public offering. No sales commission or other consideration will be paid in connection with such sale.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 1, 2018

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.

November 1, 2018

Gladstone Commercial Corporation

By: /s/ Michael Sodo
Michael Sodo
Chief Financial Officer



**GLADSTONE COMMERCIAL CORPORATION ANNOUNCES \$21.3 MILLION
INDUSTRIAL PORTFOLIO ACQUISITION IN DETROIT AREA**

MCLEAN, Va., November 1, 2018 (GLOBE NEWSWIRE) — Gladstone Commercial Corporation (NASDAQ: GOOD) (“Gladstone Commercial”) announced that it completed the acquisition of a two building, 218,703 SF industrial portfolio in the Detroit, MI suburbs of Auburn Hills and Sterling Heights for \$21.3 million through an UPREIT transaction, inclusive of assumed debt. The initial capitalization rate for the acquisition is 7.5%, and the average (GAAP) capitalization rate is 8.0%.

The portfolio is 100% leased with a weighted average lease term of 10.5 years. The 144,400 SF Auburn Hills property is 100% occupied under a 10.2 year lease by Dana Driveshaft Manufacturing, LLC, a subsidiary of Dana Incorporated (NYSE: DAN). Dana Incorporated, which guarantees the lease, provides drive and motion products, sealing solutions, thermal-management technologies, and fluid-power products to vehicle and engine manufacturers in North America, Europe, South America, and Asia Pacific. The 74,303 SF Sterling Heights property is 100% occupied under a 10.9 year lease by TransForm Automotive, LLC (“TransForm”), a subsidiary of Means Industries, Inc., which guarantees the lease. TransForm specializes in various components and assemblies for transmission production utilizing proprietary stamping, forming, flow forming, machining, laser-welding and assembly processes.

“This portfolio acquisition expands our industrial presence in the Detroit Area, where we now own five industrial assets totaling over 900,000 square feet. The Detroit Area industrial market fundamentals are favorable, with a vacancy rate below 5%, and long term trends of positive absorption and rent growth. This investment should provide accretive, long term returns to our investors, while increasing our industrial concentration and weighted average lease term for the Gladstone Commercial portfolio,” said Matt Tucker, Senior Managing Director of Gladstone Commercial.



“As our first UPREIT transaction, this acquisition represents our commitment to utilizing all of the tools at our disposal to execute our strategy and provide strong returns for our shareholders, and this investment reinforces our desire to amass portfolios of high quality properties in our target markets” said Bob Cutlip, President of Gladstone Commercial.

About Gladstone Commercial (NASDAQ: GOOD)

Gladstone Commercial is a real estate investment trust focused on acquiring, owning and operating net leased industrial and office properties across the United States. As of September 30, 2018, its real estate portfolio consisted of 99 properties located in 24 states, totaling approximately 11.6 million square feet. For additional information please visit www.gladstonecommercial.com.

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All statements contained in this press release, other than historical facts, may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements. Readers should not rely upon forward-looking statements because the matters they describe are subject to known and unknown risks and uncertainties that could cause the Company's business, financial condition, liquidity, results of operations, funds from operations or prospects to differ materially from those expressed in or implied by such statements. Such risks and uncertainties are disclosed under the caption "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the SEC on February 14, 2018 and certain other filings we make with the SEC. The Company cautions readers not to place undue reliance on any such forward-looking statements which speak only as of the date made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit www.gladstone.com.

SOURCE: Gladstone Commercial Corporation

