

GLADSTONE COMMERCIAL CORP  
Form 8-K  
February 15, 2019

**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): February 15, 2019**

**Gladstone Commercial Corporation**  
**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**

**001-33097**  
**(Commission**

**02-0681276**  
**(I.R.S. Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**1521 Westbranch Drive, Suite 100, McLean, Virginia 22102**

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**(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 8.01. Other Events.**

In connection with the at-the-market offering of shares of common stock , par value \$0.001 per share, by Gladstone Commercial Corporation (the Company ) pursuant to its Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co., dated September 2, 2014, as amended February 22, 2016, the Company is filing a legal opinion and consent as Exhibit No. 5.1 and Exhibit No. 23.1, respectively, to this Report, each of which is incorporated by reference into the Registration Statement on Form S-3, File No. 333-229209.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	<u>Opinion of Venable LLP regarding the legality of shares.</u>
23.1	<u>Consent of Venable LLP (included in Exhibit 5.1).</u>

**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 15, 2019

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