

GLADSTONE COMMERCIAL CORP  
Form 8-K  
January 27, 2011

**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: January 27, 2011  
**Gladstone Commercial Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

**001-33097**

**02-0681276**

(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1521 Westbranch Drive  
Suite 200, 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 (*see* General Instruction A.2. below):

- 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))

**Item 7.01. Regulation FD Disclosure.**

Gladstone Commercial Corporation (the Company ) announced today that it is commencing an underwritten public offering of 675,000 shares of its common stock. The public offering price and other terms are to be determined by negotiations between the Company and the underwriters. In addition, the Company expects to grant to the underwriters an option for 30 days to purchase up to 101,250 additional shares of common stock on the same terms and conditions to cover over-allotments, if any. A copy of the press release announcing the Company s offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) *Exhibits.* The following exhibit is being furnished herewith to this Current Report on Form 8-K.

| <b>Exhibit No.</b> | <b>Description</b>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated January 27, 2011 |

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**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: January 27, 2011

By: /s/ David J. Gladstone  
David J. Gladstone  
*Chairman and Chief Executive Officer*

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**INDEX TO EXHIBITS**

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|--------------------|--------------------------------------|
| 99.1               | Press Release dated January 27, 2011 |