

MONMOUTH REAL ESTATE INVESTMENT CORP
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Registration No. 333-206187

Prospectus Supplement
(To Prospectus dated August 20, 2015)

3,000,000 Shares

6.125% Series C Cumulative Redeemable Preferred Stock

(Liquidation Preference \$25.00 Per Share)

Monmouth Real Estate Investment Corporation

We are offering 3,000,000 shares of our 6.125% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, which we refer to in this prospectus supplement as the Series C Preferred Stock. The shares being offered by this prospectus supplement are a further issuance of, form a single series with, and have the same terms as, our outstanding shares of Series C Preferred Stock. We have granted the underwriters an option to purchase up to 450,000 additional shares of Series C Preferred Stock to cover overallotments, if any.

We intend to pay annual, cumulative, cash dividends on the Series C Preferred Stock from (and including) March 1, 2017 in the amount of \$1.53125 per share, which is equivalent to 6.125% of the \$25.00 liquidation preference per share. Dividends will be payable quarterly in arrears on June 15, September 15, December 15 and March 15 of each year (or, if not a business day, then the next business day), beginning on June 15, 2017, to the holders of record on the applicable record date. The Series C Preferred Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption, and will remain outstanding indefinitely unless redeemed or otherwise repurchased. Except in limited circumstances relating to our qualification as a real estate investment trust for federal income tax purposes, or REIT, and as described in this prospectus supplement, the Series C Preferred Stock is not redeemable before September 15, 2021. On and after September 15, 2021, we may at our option redeem any or all of the outstanding shares of Series C Preferred Stock, at a cash redemption price per share of \$25.00 plus all accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date.

In addition, upon the occurrence of a Change of Control (as defined in this prospectus supplement) or during any period of time (whether before or after September 15, 2021) that both (i) the Series C Preferred Stock is not listed on the New York Stock Exchange, or the NYSE, the NYSE Amex or the Nasdaq Stock Market, or listed or quoted on a successor exchange or quotation system, and (ii) we are not subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and any Series C Preferred Stock is outstanding, which we refer to in this prospectus supplement as a Delisting Event, we may, subject to certain conditions and at our option, redeem the Series C Preferred Stock, in whole or in part, within 120 days after the date of the Change of Control or 90 days after the date of the Delisting Event, for a cash redemption price per share of Series C Preferred Stock equal to \$25.00 plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date.

Upon the occurrence of a Delisting Event or a Change of Control, each holder of Series C Preferred Stock will have the right (subject to our election to redeem the Series C Preferred Stock in whole or in part, as described above, before the applicable conversion date) to convert all or part of the shares of Series C Preferred Stock held by such holder on the applicable conversion date into a number of shares of our common stock, par value \$0.01 per share, or common stock, per share of Series C Preferred Stock to be converted equal to the lesser of:

the quotient obtained by dividing (i) the sum of \$25.00 plus the amount of any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the applicable conversion date (unless the applicable conversion date is after a record date set for payment of a dividend on the Series C Preferred Stock and before the corresponding payment date for such dividend, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Share Price (as defined in this prospectus supplement); and

3.41997, or the Share Cap, subject to certain adjustments;

in each case, on the terms and subject to the conditions described in this prospectus supplement, including provisions for the receipt, under specified circumstances, of alternative consideration as described in this prospectus supplement.

Holders of the Series C Preferred Stock generally have no voting rights unless we fail to pay dividends for six or more quarterly periods, whether or not consecutive, and except in connection with certain amendments to our charter and other specified events. The Series C Preferred Stock will rank on a parity with our 7.875% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share, and senior to our common stock with respect to dividend rights and rights upon our liquidation, dissolution or winding up.

The Series C Preferred Stock is listed for trading on the NYSE under the symbol "MNRprC" and the last reported sale price of our Series C Preferred Stock on the NYSE on March 6, 2017 was \$24.40 per share. We have applied to list the Series C Preferred Stock offered by this prospectus supplement on the NYSE under the same symbol.

We are organized and conduct our operations to qualify as a REIT. Our stock is subject to certain restrictions on ownership and transfer intended, among other purposes, to assist us in qualifying as a REIT. See “Description of Common and Preferred Stock—Restrictions on Ownership and Transfer” in the accompanying prospectus for a description of these restrictions.

Investing in our Series C Preferred Stock involves risks. See “Risk Factors” beginning on page S-7 of this prospectus supplement and page 5 of the accompanying prospectus, and the risks set forth under the caption “Item 1A. Risk Factors” included in our most recent Annual Report on Form 10-K, which is incorporated by reference herein, for certain risks relevant to an investment in our Series C Preferred Stock.

	Per Share	Total
Public offering price ⁽¹⁾	\$24.50	\$73,500,000
Underwriting discount ⁽²⁾	\$0.7718	\$2,315,400
Proceeds, before expenses ⁽³⁾	\$23.7282	\$71,184,600

(1) Plus accrued dividends, if any, from the original date of issue.

(2) We refer you to “Underwriting” beginning on page S-31 of this prospectus supplement for additional information regarding underwriting compensation.

(3) Assumes no exercise of underwriters’ overallotment option described below.

We have granted the underwriters an option to purchase up to an additional 450,000 shares of the Series C Preferred Stock at the public offering price less the underwriting discount, within 30 days from the date of this prospectus supplement solely to cover overallotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of the Series C Preferred Stock against payment to purchasers on or about March 9, 2017.

Joint Book-Running Managers

RBC Capital Markets **BMO Capital Markets** **J.P. Morgan**

Co-Managers

D.A. Davidson & Co. **Janney Montgomery Scott** **Wunderlich**

The date of this prospectus supplement is March 6, 2017.

TABLE OF CONTENTS

Table of Contents

Prospectus Supplement

	Page
<u>About This Prospectus Supplement and the Prospectus</u>	S-i
<u>Cautionary Note Regarding Forward-Looking Statements</u>	S-ii
<u>Prospectus Supplement Summary</u>	S-1
<u>Risk Factors</u>	S-7
<u>Use of Proceeds</u>	S-11
<u>Price Range of Series C Preferred Stock and Dividend Payments</u>	S-12
<u>Capitalization</u>	S-13
<u>Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>	S-14
<u>Description of the Series C Preferred Stock</u>	S-15
<u>Supplemental United States Federal Income Tax Considerations</u>	S-27
<u>Underwriting</u>	S-31
<u>Legal Matters</u>	S-34
<u>Experts</u>	S-34
<u>Where You Can Find More Information</u>	S-34
<u>Incorporation of Certain Documents by Reference</u>	S-35

Prospectus

	Page
<u>About this Prospectus</u>	1
<u>Incorporation of Certain Documents by Reference</u>	1
<u>Where You Can Find More Information</u>	2
<u>Forward-Looking Statements</u>	2
<u>Monmouth Real Estate Investment Corporation</u>	4
<u>Risk Factors</u>	5
<u>Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>	6
<u>Use of Proceeds</u>	7
<u>Description of Common and Preferred Stock</u>	8
<u>Description of Depositary Shares</u>	15
<u>Description of Debt Securities</u>	18
<u>Description of Warrants</u>	24

<u>Legal Ownership of Securities</u>	26
<u>Certain Provisions of the Maryland General Corporation Law and our Charter and Bylaws</u>	29
<u>Material United States Federal Income Tax Considerations</u>	33
<u>Plan of Distribution</u>	49
<u>Legal Matters</u>	50
<u>Experts</u>	50

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any applicable free writing prospectus in making a decision about whether to invest in the Series C Preferred Stock. We have not, and the underwriters have not, authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it.

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction where it is unlawful to make such offer or solicitation. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of their respective dates or on the date or dates which are specified in these documents. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and adds to, changes and updates information contained in the accompanying prospectus and the documents incorporated by reference herein or therein. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. When we refer to the prospectus, we are referring to both parts combined.

To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or documents incorporated by reference herein or therein, the information in this prospectus supplement will supersede such information. In addition, any statement in a filing we make with the Securities and Exchange Commission, or the SEC, that adds to, updates or changes information contained in an earlier filing we made with the SEC shall be deemed to modify and supersede such information in the earlier filing.

This prospectus supplement does not contain all of the information that is important to you. You should read the accompanying prospectus as well as the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See “Incorporation of Certain Documents by Reference” and “Where You Can Find More Information” in this prospectus supplement and the accompanying prospectus. Unless otherwise indicated or unless the context otherwise indicates, references in this prospectus supplement to the terms “company,” “we,” “us,” “our,” and “Monmouth” refer to Monmouth Real Estate Investment Corporation, a Maryland corporation, and its consolidated subsidiaries.

TABLE OF CONTENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, each include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995. Also, documents we subsequently file with the SEC and incorporate by reference will contain forward-looking statements. In particular, statements relating to our liquidity and capital resources, portfolio performance and results of operations contain forward-looking statements. Furthermore, all of the statements regarding future financial performance are forward-looking statements. We are including this cautionary statement to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any such forward-looking statements. We caution investors that any forward-looking statements presented in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, are based on management’s belief and assumptions made by, and information currently available to, management. When used, the words “anticipate,” “believe,” “expect,” “intend,” “may,” “might,” “plan,” “estimate,” “project,” “will,” “result,” “seek,” and similar expressions, or the negative use of these words, are intended to identify forward-looking statements, but the absence of these words does not necessarily mean that statement is not a forward-looking statement. Forward-looking statements include statements about our expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts.

These forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described in this prospectus supplement under the headings “Risk Factors,” as well as “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” as included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016, and our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2016, which are incorporated by reference herein. These and other risks, uncertainties and factors could cause our actual results to differ materially from those included in any forward-looking statements we make. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause actual results to differ materially from our expectations include, among others:

the ability of our tenants to make payments under their respective leases, our reliance on certain major tenants and our ability to re-lease properties that are currently vacant or that become vacant;

our ability to obtain suitable tenants for our properties;

changes in real estate market conditions, economic conditions in the industrial sector and the markets in which our properties are located and general economic conditions;

S-ii

TABLE OF CONTENTS

the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations and illiquidity of real estate investments;

our ability to acquire, finance and sell properties on attractive terms;

our ability to repay debt financing obligations;

our ability to refinance amounts outstanding under our mortgages and credit facilities at maturity on terms favorable to us, or at all;

the loss of any member of our management team;

our ability to comply with debt covenants;

our ability to integrate acquired properties and operations into existing operations;

continued availability of proceeds from our issuances of debt or equity securities;

the availability of other debt and equity financing alternatives;

market conditions affecting our investments in marketable securities of other REITs;

changes in interest rates under our current credit facility and under any additional variable rate debt arrangements that we may enter into in the future;

our ability to successfully implement our selective acquisition strategy;

our ability to maintain internal controls and procedures to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;

changes in federal or state tax rules or regulations that could have adverse tax consequences;

declines in the market prices of our investment securities; and

our ability to maintain our qualification as a REIT for federal income tax purposes.

You should not place undue reliance on these forward-looking statements, as events described or implied in such statements may not occur. We undertake no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise.

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in the Series C Preferred Stock. We urge you to read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein carefully, including the financial statements and notes to those financial statements incorporated by reference herein and therein. Please read "Risk Factors" in this prospectus supplement for more information about important risks that you should consider before investing in the Series C Preferred Stock.

Monmouth Real Estate Investment Corporation

We are a Maryland corporation that has elected to qualify as a REIT under Sections 856 through 860 of the Internal Revenue Code, as amended, or the Code. Our predecessor completed its initial public offering in December 1968.

We seek to invest in well-located, modern, single-tenant, industrial buildings, leased primarily to investment grade tenants or their subsidiaries on long-term net leases. As of December 31, 2016, we owned 100 properties in 30 states with total square footage of approximately 16,554,000. A concentration of our properties are leased to FedEx Corporation (FDX) and FDX subsidiaries. These properties consist of fifty-five separate stand-alone leases covering approximately 8,187,000 square feet as of December 31, 2016. The percentage of FDX and FDX subsidiaries leased square footage to our total rental space was 49% (6% to FDX and 43% to FDX subsidiaries) as of December 31, 2016. As of December 31, 2016, the only other tenant that leased 5% or more of the Company's total square footage was Milwaukee Electric Tool Corporation, which leased approximately 5% of our total square footage. Annualized Rental and Reimbursement Revenue from FDX and its subsidiaries is estimated to be approximately 59% (6% from FDX and 53% from FDX subsidiaries) of our total Rental and Reimbursement Revenue for our fiscal year ending September 30, 2017. No tenant other than FDX and FDX subsidiaries accounted for 5% or more of our total Rental and Reimbursement Revenue. In addition to real estate property holdings, we held \$74,321,496 in marketable REIT securities at December 31, 2016, representing 5.4% of our undepreciated assets (which is our total assets excluding accumulated depreciation). These liquid real estate holdings are not included in calculating the tenant concentration ratios above and therefore further enhance our diversification. We believe our securities portfolio provides us with additional liquidity, diversification and income.

Recent Developments

As of the date of this prospectus supplement, we have entered into eight agreements to purchase, and one letter of intent to purchase, a total of nine new build-to-suit, industrial buildings that are currently being developed in Florida, Michigan, North Carolina, Ohio, Oklahoma, South Carolina and Texas, totaling approximately 2,340,000 square feet with net-leased terms ranging from seven to fifteen years, resulting in a weighted average lease maturity of 13.5 years. The aggregate purchase price for the nine properties is approximately \$251,278,000. Six of the nine purchase commitments consisting of approximately 1,695,000 square feet, or 72%, are pre-leased to investment grade tenants or their subsidiaries. Approximately 1,397,000 square feet, or 60%, is leased to FDX and its subsidiaries. Subject to satisfactory due diligence and customary closing conditions and requirements, and, with respect to the property subject to a letter of intent, the negotiation and execution of a definitive purchase and sale agreement, we anticipate closing these nine purchase transactions during the remainder of fiscal 2017 and the first half of fiscal 2018. We have entered into commitments to obtain mortgage loans on seven of the nine properties totaling approximately \$118,812,000 at fixed rates ranging from 3.60% to 4.45%, with a weighted average interest rate of 3.93%. Six of these mortgage loans are fifteen year, fully-amortizing loans and one of these mortgage loans is a twelve year, fully-amortizing loan.

On January 17, 2017, our board of directors authorized and we declared a cash distribution of \$0.16 per share on our common stock, par value \$0.01 per share, payable on March 15, 2017 to stockholders of record as of the close of business on February 15, 2017. On January 17, 2017, our board of directors also authorized and we declared a cash distribution of \$0.4921875 per share on our 7.875% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share, payable on March 15, 2017 to stockholders of record as of the close of business on February 15, 2017. Also on January 17, 2017, our board of directors authorized and we declared a cash distribution of \$0.3828125 per share on our 6.125% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, or the Series C Preferred Stock, payable on March 15, 2017 to stockholders of record as of the close of business on February 15, 2017. Investors in this offering will not be eligible to receive the Series C Preferred Stock dividend payable on March 15, 2017.

Corporate Information

Our principal executive offices are located at Juniper Business Plaza, Suite 3-D, 3499 Route 9 North, Freehold, New Jersey 07728, and our telephone number is (732) 577-9996. Our website can be accessed at www.mreic.reit. The information on, or otherwise accessible through, our website does not constitute a part of this prospectus supplement or the accompanying prospectus.

TABLE OF CONTENTS

The Offering

Issuer	Monmouth Real Estate Investment Corporation, a Maryland corporation.
Securities Offered	3,000,000 shares (plus up to an additional 450,000 shares if the underwriters' overallotment option is exercised in full) of our 6.125% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share. The Series C Preferred Stock offered by this prospectus supplement has terms identical to the 5,400,000 shares of Series C Preferred Stock originally issued on September 13, 2016 and, together with such shares, form a single series of preferred stock, designated as the Series C Preferred Stock. In this prospectus supplement, the term "Series C Preferred Stock" means the Series C Preferred Stock offered by this prospectus supplement and the Series C Preferred Stock originally issued on September 13, 2016, unless the context otherwise requires. We reserve the right to reopen this series and issue additional Series C Preferred Stock either through public or private sales at any time.
Series C Preferred Stock Outstanding as of March 6, 2017	5,400,000 shares
Series C Preferred Stock to Be Outstanding Upon Completion of this Offering	8,400,000 shares (8,850,000 if the underwriters' overallotment option is exercised in full)
Dividend Rate and Payment Dates	A holder of the Series C Preferred Stock will be entitled to receive cumulative cash dividends at the fixed rate of \$1.53125 per share, which is equivalent to 6.125% of the \$25.00 liquidation preference per share, per year.

Dividends will be payable quarterly in arrears on the 15th day of June, September, December and March of each year, to holders of record on the applicable record date (except that, if any dividend payment date is not a business day, then the dividend which would otherwise have been payable on that dividend payment date may be paid or set apart for payment on the next succeeding business day). The first dividend on the Series C Preferred Stock sold in this offering will be paid on June 15, 2017 and will be in the amount of \$0.3828125 per share. Purchasers of the Series C Preferred Stock offered by this prospectus supplement who continue to hold the shares at the close of business on the corresponding record date, which we expect will be on or about May 15, 2017, will be entitled to receive this distribution on those shares. Dividends on the Series C Preferred Stock will continue to accumulate even if any provision of law or our agreements prohibits the current payment of dividends,

we do not have earnings or funds legally available to pay the dividends or we do not declare the dividends. See “Description of the Series C Preferred Stock – Dividends” in this prospectus supplement.

Liquidation
Preference

If we liquidate, dissolve or wind up and, after the payment of or provision for our debts and other liabilities and subject to the preferential rights of the holders of any class or series of stock that we may issue ranking senior to the Series C Preferred Stock, holders of the Series C Preferred Stock will be entitled to receive \$25.00 per share plus an amount equal to any accumulated but unpaid dividends thereon (whether or not declared) to, but not including, the date of such payment, before any payment is made to the holders of our common stock. See “Description of the Series C Preferred Stock – Liquidation Preference” in this prospectus supplement.

S-2

TABLE OF CONTENTS

Optional Redemption The Series C Preferred Stock is not redeemable by us before September 15, 2021, except pursuant to provisions of our charter relating to restrictions on ownership and transfer of our stock or in limited circumstances relating to the preservation of our qualification as a REIT and as set forth under the heading “Special Optional Redemption” in this prospectus supplement. On and after September 15, 2021, we may, at our option, redeem the Series C Preferred Stock, in whole or in part, from time to time, for a cash redemption price per share equal to \$25.00, plus all accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or prior to the corresponding dividend payment date in which case the amount of such accrued and unpaid dividend will not be included in the redemption price).

Upon the occurrence of a Delisting Event (as defined below), we may, at our option and subject to certain conditions, redeem the Series C Preferred Stock, in whole or in part, within 90 days after the Delisting Event, for a cash redemption price per share of Series C Preferred Stock equal to \$25.00 plus any accumulated and unpaid dividends thereon (whether or not declared), to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or prior to the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price).

Special Optional Redemption Upon the occurrence of a Change of Control (as defined below), we may, at our option and subject to certain conditions, redeem the Series C Preferred Stock, in whole or in part, within 120 days after the first date on which such Change of Control occurred, for a cash redemption price per share of Series C Preferred Stock equal to \$25.00 plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or prior to the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price).

A “Delisting Event” occurs when, after the original issuance of the Series C Preferred Stock, both (i) the Series C Preferred Stock is not listed on the NYSE, the NYSE Amex or the Nasdaq Stock Market, or the NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or the NASDAQ, and (ii) we are not subject to the reporting requirements of the Exchange Act, and any Series C Preferred Stock is outstanding.

A “Change of Control” occurs when, after the original issuance of the Series C Preferred Stock, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a “person” under Section 13(d)(3) of the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions, of shares of our stock entitling that person to exercise more than 50% of the total voting power of all outstanding shares of our stock entitled to vote generally in the election of directors (and such a person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

S-3

TABLE OF
CONTENTS

after the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity (or, if in connection with such transaction holders of common stock receive consideration consisting of common equity securities of another entity, such other entity) has a class of common securities (or American Depositary Receipts representing such securities) listed or quoted on the NYSE, the NYSE Amex or the NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or the NASDAQ.

Shares of Series C Preferred Stock designated for redemption by us will not be eligible to be converted upon the occurrence of a Delisting Event or Change of Control as described above.

Conversion Rights Upon the occurrence of a Delisting Event or a Change of Control, as applicable, each holder of the Series C Preferred Stock will have the right (unless, before the applicable conversion date, we provide notice of our election to redeem such shares of Series C Preferred Stock) to convert all or part of the shares of Series C Preferred Stock held by such holder on the applicable conversion date into a number of shares of common stock per share of Series C Preferred Stock to be converted equal to the lesser of:

the quotient obtained by dividing (i) the sum of \$25.00 plus the amount of any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the applicable conversion date (unless the applicable conversion date is after a record date set for payment of a dividend on the Series C Preferred Stock and on or before the corresponding dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Share Price (as defined below); and

3.41997, or the Share Cap, subject to adjustments to the Share Cap for any splits, subdivisions or combinations of our common stock;

in each case, on the terms and subject to the conditions described in this prospectus supplement, including provisions for the receipt, under specified circumstances, of alternative consideration as described in this prospectus supplement. See “Description of the Series C Preferred Stock – Conversion Rights” in this prospectus supplement.

The “Common Share Price” for any Change of Control will be (i) if the consideration to be received in the Change of Control by holders of shares of common stock is solely cash, the amount of cash consideration per share of common stock, and (ii) if the consideration to be received in the Change of Control by holders of shares of common stock is other than solely cash, the average of the closing sale prices per share of our common stock on the NYSE, the NYSE Amex or the NASDAQ for the ten consecutive trading days immediately preceding, but not including, the effective date of the Change of Control. The “Common Share Price” for any Delisting Event will be the average of the closing sale prices per share of our common stock on the NYSE, the NYSE Amex or the NASDAQ for the ten consecutive trading days immediately preceding, but not including, the effective date of the Delisting Event.

The consideration that may be received upon conversion of shares of Series C Preferred Stock in the event of a Delisting Event or a Change of Control may be subject to adjustment and the receipt of alternative consideration if, in connection with the Change of Control or Delisting Event, shares of common stock are converted into or exchanged for cash, securities or other property or assets (including any combination thereof), as more fully described under the caption “Description of the Series C Preferred Stock – Conversion Rights.”

S-4

TABLE OF
CONTENTS

If we provide proper notice of redemption of Series C Preferred Stock, holders of shares of Series C Preferred Stock called for redemption will not have any right to convert such shares in connection with the Delisting Event or the Change of Control, as applicable, and any shares of Series C Preferred Stock subsequently selected for redemption that have been tendered for conversion will be redeemed on the related redemption date instead of converted on the applicable conversion date.

Except as provided above in connection with a Delisting Event or a Change of Control, or in connection with the restrictions on ownership and transfer of our stock contained in our charter, the Series C Preferred Stock is not convertible or exchangeable for any other securities or property.

Notwithstanding any other provisions of the Series C Preferred Stock, no holder of Series C Preferred Stock will be entitled to convert such Series C Preferred Stock into shares of common stock to the extent that receipt of such shares of common stock would cause such holder (or any other person) to violate the restrictions on ownership and transfer of our stock contained in our charter. See “Description of Stock – Restrictions on Ownership and Transfer” in the accompanying prospectus.

No Maturity,
Sinking Fund
or
Mandatory
Redemption

The Series C Preferred Stock has no stated maturity and will not be subject to any sinking fund or mandatory redemption. Shares of the Series C Preferred Stock will remain outstanding indefinitely unless we decide, at our option, to exercise our redemption right or, under circumstances where the holders of the Series C Preferred Stock have a conversion right, such holders decide to convert the Series C Preferred Stock.

Restriction on
Ownership and
Transfer

In order to assist us in maintaining our qualification as a REIT, our charter provides that no person may own, or be deemed to own by virtue of the attribution rules of the Code, more than 9.8%, in value or in number of shares (whichever is more restrictive), of our outstanding stock (other than shares of our excess stock), subject to certain exceptions. In addition, no person may own, or be deemed to own, shares of our stock (other than shares of our excess stock) that would result in shares of our stock being owned by fewer than 100 persons, our being “closely held” within the meaning of Section 856 of the Code or our otherwise failing to qualify as a REIT under the Code. See “Description of Stock – Restrictions on Ownership and Transfer” in the accompanying prospectus.

Ranking

The Series C Preferred Stock will rank, with respect to rights as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up, (1) senior to all classes and series of our common stock and to all other stock issued by us, the terms of which expressly provide that such securities rank junior to the Series C Preferred Stock with respect to rights as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up; (2) on a parity with our 7.875% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share, or the

Series B Preferred Stock, and any class or series of our stock classified by our board of directors in the future, the terms of which specifically provide that such stock ranks on a parity with the Series C Preferred Stock with respect to rights as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up; (3) junior to any class or series of stock classified by our board of directors in the future, the terms of which specifically provide that such class or series ranks senior to the Series C Preferred Stock with respect to rights as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up; and (4) effectively junior to all of our existing and future indebtedness (including indebtedness convertible into common stock or preferred stock) and to the indebtedness of our existing subsidiaries and any future subsidiaries.

TABLE OF CONTENTS

Further Issuances We may classify and issue additional shares of Series C Preferred Stock ranking on a parity with the Series C Preferred Stock offered by this prospectus supplement in all respects, so that such additional shares of Series C Preferred Stock will form a single series with the Series C Preferred Stock offered by this prospectus supplement and will have the same terms.

Voting Rights Holders of the Series C Preferred Stock will generally have no voting rights. However, if we do not pay dividends on the Series C Preferred Stock for six or more quarterly periods (whether or not declared or consecutive), holders of the Series C Preferred Stock and the holders of all other classes and series of our preferred stock ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up and upon which like voting rights have been conferred, including the Series B Preferred Stock, and are exercisable and with which the holders of the Series C Preferred Stock are entitled to vote together as a single class (voting together as a single class) will have the exclusive power to elect two additional directors to serve on our board of directors until all accumulated and unpaid dividends on the Series C Preferred Stock and each such other class or series of preferred stock have been fully paid. In addition, we may not authorize, create or issue any class or series of stock ranking senior to the Series C Preferred Stock with respect to the payment of dividends or the distribution of assets upon our liquidation, dissolution or winding up (including securities convertible into or exchangeable for any such senior stock) or amend, alter or repeal our charter (whether by merger, consolidation, transfer or conveyance of all or substantially all of our assets or otherwise) to materially and adversely change the terms of the Series C Preferred Stock without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series C Preferred Stock and all other similarly-affected classes and series of our preferred stock ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up and upon which like voting rights have been conferred, including the Series B Preferred Stock, and are exercisable (voting together as a single class). See “Description of the Series C Preferred Stock – Voting Rights” in this prospectus supplement.

Listing The Series C Preferred Stock is listed for trading on the NYSE under the symbol “MNRprC.” We have applied to list the additional Series C Preferred Stock offered by this prospectus supplement on the NYSE under the same symbol. We cannot assure that our listing application will be approved.

Use of Proceeds We intend to use the net proceeds from this offering to redeem all of the outstanding shares of our Series B Preferred Stock in accordance with our charter and to use the remaining proceeds to reduce the amount outstanding under our unsecured revolving credit facility, to purchase properties and fund expansions of our existing properties in the ordinary course of our business and for general corporate purposes. See “Use of Proceeds” in this prospectus supplement.

Risk Factors Investing in the Series C Preferred Stock involves risks. Before deciding to invest in the Series C Preferred Stock, please read carefully the section entitled “Risk Factors,” beginning on page S-7 of this prospectus supplement and the reports we file with the Securities and Exchange Commission pursuant to the Exchange Act, incorporated by reference into this prospectus supplement and the accompanying prospectus.

TABLE OF CONTENTS

RISK FACTORS

An investment in the Series C Preferred Stock involves risks. In addition to other information in this prospectus supplement, you should consider carefully the following risks, as well as the risks described in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016, and the other information and data set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein before making an investment decision with respect to the Series C Preferred Stock. The occurrence of any of the following risks could materially and adversely affect our business, financial condition, liquidity, results of operations, prospects and our ability to make cash dividends to holders of the Series C Preferred Stock. Some statements in this prospectus supplement, including statements in the following risk factors, constitute forward-looking statements. See “Cautionary Note Regarding Forward-Looking Statements” in this prospectus supplement.

Risks Related to this Offering

Listing on the NYSE does not guarantee a market for the Series C Preferred Stock offered by this prospectus supplement, and the market price and trading volume of the Series C Preferred Stock may fluctuate significantly.

Although our Series C Preferred Stock is listed for trading on the NYSE and we have also applied to list the Series C Preferred Stock offered by this prospectus supplement on the NYSE, there is limited trading activity and there can be no assurance that an active trading market will be available should you wish to sell your Series C Preferred Stock.

The liquidity of any market for the Series C Preferred Stock will depend on many factors, including:

prevailing interest rates;

the market for similar securities;

general economic conditions;

the number of holders of the Series C Preferred Stock;

the interests of securities dealers in making a market in the Series C Preferred Stock;

our financial condition, results of operations and prospects; and

the matters discussed in the prospectus supplement under the captions “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements.”

The underwriters have no obligation to make a market in the Series C Preferred Stock. If they do so, they may discontinue such market-making activities at any time without notice.

Our existing and future indebtedness may impact our ability to pay dividends on the Series C Preferred Stock.

Our governing documents do not limit us from incurring additional indebtedness and other liabilities. As of December 31, 2016, we and our subsidiaries had outstanding approximately \$76 million of unsecured indebtedness (exclusive of intercompany debt, trade payables, dividends payable, accrued expenses and other liabilities) and approximately \$506 million of secured indebtedness (net of \$6.7 million of unamortized debt issuance costs). We may incur additional indebtedness and become more highly leveraged, which could harm our financial position and potentially limit our cash available to pay dividends. As a result, we may not have sufficient funds remaining to satisfy our dividend obligations relating to the Series C Preferred Stock if we incur additional indebtedness.

The Series C Preferred Stock is subordinate to our existing and future debt, and your interests could be diluted by the issuance of additional preferred stock, including additional Series C Preferred Stock, and by other transactions.

The Series C Preferred Stock is subordinate to all of our existing and future debt, including subordinated debt, and will be structurally subordinated to the obligations of our subsidiaries. Our existing debt restricts, and our future debt may include restrictions on, our ability to pay dividends on or redeem our preferred stock, including the Series C Preferred Stock. The issuance of additional preferred stock on a parity with or senior to the Series C Preferred Stock would dilute the interests of the holders of the Series C Preferred Stock, and any issuance of preferred stock senior to the Series C Preferred Stock or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on the Series C Preferred Stock. The affirmative vote of the holders of at least two-thirds of the outstanding shares of Series C Preferred Stock and all other similarly-affected classes and series of our preferred stock

TABLE OF CONTENTS

ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up, voting together as a single class, is required for us to authorize or issue shares of a class or series of preferred stock with rights to dividends or the distribution of assets upon our liquidation, dissolution or winding up that are senior to the Series C Preferred Stock; however the terms of our Series B Preferred Stock or Series C Preferred Stock do not restrict our ability to incur additional indebtedness or issue shares of preferred stock on a parity with the Series C Preferred Stock. The Series C Preferred Stock does not contain any provision affording the holders of the Series C Preferred Stock protection in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all of our assets or business, that might adversely affect the holders of the Series C Preferred Stock, so long as the Series C Preferred Stock remains listed and terms of the Series C Preferred Stock are not materially affected. These factors may affect the trading price of the Series C Preferred Stock.

The market price of the Series C Preferred Stock could be substantially affected by various factors.

The market price of the Series C Preferred Stock will depend on many factors, which may change from time to time, including:

the market for similar securities;

prevailing interest rates, increases in which may have an adverse effect on the market price of the Series C Preferred Stock;

failure to maintain our qualification as a REIT;

the general reputation of REITs and the attractiveness and trading prices of common and preferred equity securities issued by REITs and other real estate-based companies;

the annual yield from distributions on the Series C Preferred Stock as compared to yields on other financial instruments;

general economic and financial market conditions;

government action or regulation;

changes in tax laws;

the financial condition, performance and prospects of us and our competitors;

changes in financial estimates or recommendations by securities analysts with respect to us, our competitors or our industry;

our issuance of additional preferred equity securities or debt securities;

actual or anticipated variations in quarterly operating results of us and our competitors;

failure to meet earnings estimates;

adverse market reaction to any additional debt we incur in the future;

additions or departures of key management personnel;

actions by institutional stockholders;

speculation in the press or investment community;

investor confidence in the stock and bond markets, generally;

the realization of any of the other risk factors presented in this prospectus supplement, including the risks incorporated by reference herein from our most recent Annual Report on Form 10-K;

the extent of investor interest in our securities;

our underlying asset value;

TABLE OF CONTENTS

changes in our credit ratings;

litigation or threatened litigation, which may divert our management's time and attention, require us to pay damages and expenses or restrict the operation of our business; and

our financial condition, results of operations and prospects.

As a result of these and other factors, investors who purchase the Series C Preferred Stock in this offering may experience a decrease, which could be substantial and rapid, in the market price of the Series C Preferred Stock, including decreases unrelated to our operating performance or prospects. Likewise, in the event that the Series C Preferred Stock becomes convertible upon a Change of Control or Delisting Event and is converted into our common stock, holders of our common stock issued on conversion may experience a similar decrease, which also could be substantial and rapid, in the market price of our common stock.

The Series C Preferred Stock has not been rated.

We have not sought to obtain a rating by any nationally recognized statistical rating organization for the Series C Preferred Stock, which may negatively affect the market value of the Series C Preferred Stock and your ability to sell it. One or more rating agencies could, however, independently determine to issue a rating, which, if issued, could adversely affect the market price of the Series C Preferred Stock. In addition, we may elect in the future to obtain a rating of the Series C Preferred Stock, which could adversely impact the market price of the Series C Preferred Stock. Ratings reflect only the views of the rating agency or agencies issuing the ratings, and such ratings could be revised downward or withdrawn entirely at the discretion of the issuing rating agency if in the judgment of its analysts circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of the Series C Preferred Stock.

As a holder of Series C Preferred Stock, you will have limited voting rights.

Your voting rights as a holder of Series C Preferred Stock will be limited. Our common stock is the only class of our securities that carries full voting rights. Voting rights for holders of the Series C Preferred Stock exist primarily with respect to the ability, together with the holders of all classes and series of our preferred stock ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable, to elect two additional directors to our board of directors in the event that six quarterly dividends (whether or not consecutive) payable on the Series C Preferred Stock are in arrears and to vote on certain amendments to our charter

(including by merger, consolidation, transfer or conveyance of all or substantially all of our assets or otherwise) that materially and adversely affect the terms of the Series C Preferred Stock or create additional classes or series of our stock senior to the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up. Other than the limited circumstances described in this prospectus supplement, holders of the Series C Preferred Stock will not have any voting rights. See “Description of the Series C Preferred Stock – Voting Rights” in this prospectus supplement.

The change of control and delisting conversion features may not adequately compensate you upon a change of control of our company or a delisting of the Series C Preferred Stock, and the change of control conversion and redemption rights of holders of Series C Preferred Stock may make it more difficult for a party to take over our company or discourage a party from taking over our company.

Upon a Change of Control or Delisting Event, we will have a special optional redemption right to redeem the Series C Preferred Stock, and holders of the Series C Preferred Stock will have the right (unless we have provided notice of our election to redeem the Series C Preferred Stock) to convert all or part of their Series C Preferred Stock into shares of common stock (or equivalent value of alternative consideration). See “Description of the Series C Preferred Stock – Special Optional Redemption” and “ – Conversion Rights” in this prospectus supplement. Upon such a conversion, holders of Series C Preferred Stock will not be entitled to receive more than 3.41997 shares of common stock per share of Series C Preferred Stock. If the Common Share Price is less than \$7.31 (which is approximately 50% of the per-share closing sale price of our common stock on September 6, 2016), subject to adjustment, holders will receive a maximum of 3.41997 shares of common stock per share of the Series C Preferred Stock, which may result in a holder receiving value that is less than the liquidation preference of its Series C Preferred Stock.

In addition, the change of control conversion features of the Series C Preferred Stock may have the effect of inhibiting or discouraging a third party from making an acquisition proposal for our company or of delaying, deferring or preventing a change in control of our company under circumstances that otherwise could provide the holders of shares of common stock and the Series C Preferred Stock with the opportunity to realize a premium over the then current market price or that holders may otherwise believe is in their best interests.

TABLE OF CONTENTS

Our ability to pay dividends is limited by the requirements of Maryland law.

Our ability to pay dividends on the Series C Preferred Stock is limited by the laws of the State of Maryland. Under the Maryland General Corporation Law, or the MGCL, a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as the debts became due in the usual course of business, or the corporation's total assets would be less than the sum of its total liabilities plus, unless the charter permits otherwise, the amount that would be needed if the corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of stockholders whose preferential rights on dissolution are superior to those receiving the distribution. Accordingly, we may not make a distribution on the Series C Preferred Stock if, after giving effect to the distribution, we may not be able to pay our debts as they become due in the usual course of business or our total assets would be less than the sum of our total liabilities plus, unless our charter permits otherwise, the amount that would be needed if we were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of stockholders, if any, whose preferential rights on dissolution are superior to those of holders of our Series C Preferred Stock.

Disruptions in the financial markets could affect our ability to obtain financing on reasonable terms and have other adverse effects on us and the market price of the Series C Preferred Stock.

Over the last several years, the United States stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks and debt securities to fluctuate substantially and the spreads on prospective debt financing to widen considerably. Continued uncertainty in the stock and credit markets may negatively impact our ability to access additional financing at reasonable terms, which may negatively affect our ability to acquire properties and otherwise pursue our investment strategy. A prolonged downturn in the stock or credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our investment strategy accordingly. These types of events in the stock and credit markets may make it more difficult or costly for us to raise capital through the issuance of our common stock, preferred stock or debt securities. The potential disruptions in the financial markets may have a material adverse effect on the market value of our common stock and preferred stock, including the Series C Preferred Stock offered pursuant to this prospectus supplement, and the return we receive on our properties and investments, as well as other unknown adverse effects on us or the economy in general.

If our common stock is delisted, your ability to transfer or sell your shares of the Series C Preferred Stock may be limited and the market value of the Series C Preferred Stock will likely be materially and adversely affected.

Other than in connection with a Change of Control, the Series C Preferred Stock does not contain provisions that are intended to protect you if our common stock is delisted from the NYSE. Since the Series C Preferred Stock has no stated maturity date, you may be forced to hold your shares of the Series C Preferred Stock and receive stated dividends on the Series C Preferred Stock when, as and if authorized by our board of directors and declared by us with no assurance as to ever receiving the liquidation value thereof. In addition, if our common stock is delisted from the NYSE, it is likely that the Series C Preferred Stock will be delisted from the NYSE as well. Accordingly, if our common stock is delisted from the NYSE, your ability to transfer or sell your shares of the Series C Preferred Stock, or the shares of common stock into which your shares of Series C Preferred Stock may become convertible in connection with such a delisting, may be limited and the market value of the Series C Preferred Stock will likely be materially and adversely affected.

Dividends on the Series C Preferred Stock do not qualify for the reduced tax rates available for some dividends.

Income from “qualified dividends” payable to U.S. stockholders that are individuals, trusts and estates are generally subject to tax at preferential rates. Dividends payable by REITs, including the dividends on the Series C Preferred Stock, however, generally are not eligible for the preferential tax rates applicable to qualified dividend income. Although these rules do not adversely affect our taxation or the dividends payable by us, to the extent that the preferential rates continue to apply to regular corporate qualified dividends, investors who are individuals, trusts and estates may perceive an investment in us to be relatively less attractive than an investment in the stock of a non-REIT corporation that pays dividends, which could materially and adversely affect the value of the shares of, and per share trading price of, our capital stock, including the Series C Preferred Stock.

TABLE OF CONTENTS

USE OF PROCEEDS

We estimate that the net proceeds that we will receive from this offering will be approximately \$70.9 million, after deducting the underwriting discount and our expenses, or approximately \$81.6 million if the underwriters' option to purchase additional shares is exercised in full.

We intend to use the net proceeds from this offering to redeem all of the outstanding shares of our Series B Preferred Stock in accordance with our charter, which provides that our Series B Preferred Stock may be redeemed by us on or after June 7, 2017, at an aggregate redemption price of \$57.5 million, plus accrued and unpaid dividends. We intend to use the remaining proceeds to reduce the amount outstanding under our unsecured revolving credit facility, to purchase properties and fund expansions of our existing properties in the ordinary course of our business and for general corporate purposes. Until we use the net proceeds from this offering, they may be deposited in interest bearing cash accounts or invested in readily marketable securities (including money market accounts or other investments that may or may not be investment grade), which are consistent with assisting us in maintaining our qualification as a REIT. These temporary investments are expected to provide a lower net return than we anticipate achieving from our investments in properties.

As of February 28, 2017, approximately \$76 million was drawn down on our \$200 million unsecured line of credit, maturing in September 2020, subject to a one year extension option that we may exercise subject to certain customary conditions. Borrowings under the credit facility are limited to 60% of the value of the borrowing base properties and, at our election, bear interest at either: (i) LIBOR plus 140 basis points to 220 basis points, depending on our leverage ratio, or (ii) the lender's prime lending rate plus 40 basis points to 120 basis points, depending on our leverage ratio. Our borrowings as of February 28, 2017, based on our leverage ratio as of February 28, 2017, bear interest at LIBOR plus 170 basis points, which was at an interest rate of 2.48% as of February 28, 2017. Affiliates of RBC Capital Markets, LLC, BMO Capital Markets Corp. and J.P. Morgan Securities LLC, are lenders under our unsecured revolving credit facility. As described above, we may use a portion of the net proceeds from this offering to repay borrowings outstanding under our unsecured revolving credit facility. As a result, these affiliates will receive their proportionate share of any net proceeds of this offering that are used to repay any amounts outstanding under our unsecured revolving credit facility.

Certain of the underwriters or their affiliates own shares of Series B Preferred Stock. Such underwriters and their affiliates will receive a portion of the net proceeds from this offering to the extent they continue to hold such shares on the redemption date. See "Underwriting" in this prospectus supplement.

TABLE OF CONTENTS**PRICE RANGE OF SERIES C PREFERRED STOCK AND DIVIDEND PAYMENTS**

The Series C Preferred Stock is listed on the NYSE under the symbol “MNRprC.” The following table sets forth the high, low and last sales prices for the Series C Preferred Stock, as reported on the NYSE, and dividends paid per share for the periods indicated.

Period	High	Low	Last	Dividends ⁽²⁾
FY 2017⁽¹⁾				
First Quarter	\$26.42	\$23.14	\$23.59	\$0.3828125
Second Quarter through March 3, 2017	\$25.46	\$23.59	\$24.93	(3)

1. No shares of our Series C Preferred Stock were issued and outstanding during any full quarterly period during any fiscal year before our fiscal year ending September 30, 2017.

2. Amounts indicate the dividend paid on the Series C Preferred Stock dividend payment date falling in the applicable quarter.

3. A dividend of \$0.3828125 was declared on January 17, 2017 and is payable on March 15, 2017 to holders of record of shares of Series C Preferred Stock outstanding on February 15, 2017.

TABLE OF CONTENTS**CAPITALIZATION**

The following table sets forth (1) our actual capitalization as of December 31, 2016, and (2) our capitalization as of December 31, 2016, on a pro forma basis to give effect to the sale of the Series C Preferred Stock in this offering at an offering price of \$24.50 per share, after deducting underwriting discounts and estimated offering expenses payable by us, including the redemption of all of the outstanding shares of our Series B Preferred Stock. You should read this table together with “Use of Proceeds” described above in this prospectus supplement, as well as our consolidated financial statements and notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016, and our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2016, which are incorporated by reference into this prospectus supplement.

	December 31, 2016	
	Actual	As Adjusted
	(In thousands, except share data)	
	(Unaudited)	
Debt:		
Notes payable and other secured loans	\$581,574	\$581,574
Stockholders’ equity:		
7.875% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share, 2,300,000 shares authorized, issued and outstanding, actual, and 0 shares authorized, issued and outstanding, as adjusted	57,500	0
6.125% Series C Preferred Cumulative Redeemable Preferred Stock, par value \$0.01 per share, 5,400,000 shares authorized, issued and outstanding, actual, and 8,850,000 shares authorized, 8,400,000 shares issued and outstanding, as adjusted ⁽¹⁾	135,000	210,000
Excess stock, par value \$0.01 per share, 200,000,000 shares authorized, no shares issued and outstanding, actual and as adjusted	0	0
Common stock, par value \$0.01 per share, 196,739,750 shares authorized, 70,536,720 shares issued and outstanding, actual, 195,589,750 shares authorized, 70,536,720 shares issued and outstanding, as adjusted ⁽²⁾	705	705
Additional paid in capital	407,737	405,167
Accumulated Other Comprehensive Income	10,195	10,195
Total Shareholders’ Equity	611,137	626,067
Total capitalization	\$1,192,711	\$1,207,641

¹ Excludes up to 450,000 shares of Series C Preferred Stock issuable by us upon exercise of the underwriters’ overallotment option.

Excludes (i) shares issuable upon the exercise of outstanding options to purchase 735,000 shares of common stock granted under our 2007 Stock Option and Stock Award Plan, as amended and restated, or the 2007 Plan, and a maximum of 164,878 shares of our common stock available for grant as stock options or restricted stock under the 2007 Plan and (ii) 894,009 shares of common stock issued under our Dividend Reinvestment and Stock Purchase Plan after December 31, 2016.

The 2007 Plan will expire on March 26, 2017. On January 17, 2017, upon recommendation of the Compensation Committee of our board of directors, our board of directors adopted an amendment and restatement of the 2007 Plan, or the Amended and Restated Plan, subject to the approval of our stockholders, and directed that the Amended and Restated Plan be submitted to our stockholders for approval at our upcoming 2017 annual meeting of stockholders. As of the date that the Amended and Restated Plan was adopted by our board of directors, only 164,878 shares remained available for grant under the 2007 Plan and awards covering 735,000 shares remained outstanding. Upon approval by our shareholders, a total of 1,764,878 shares will be eligible for grant, plus any shares currently subject to outstanding options that expire or are forfeited without being exercised.

Among other things, the Amended and Restated Plan also: extends the terms of the 2007 Plan for 10 years; imposes a one-year minimum vesting requirement, subject to certain exceptions; adds the ability to award restricted stock units, stock appreciation rights, dividend equivalent rights and performance-based compensation awards; caps awards to non-employee directors at \$100,000 per year, or \$200,000 for newly-elected non-employee directors; and adds an express prohibition on repricing options.

TABLE OF CONTENTS

RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

Our ratios of earnings to combined fixed charges and preferred stock dividends for the periods indicated are as follows:

	Three Months					
	Ended	Year Ended September 30,				
	December 31,					
	2016	2016	2015	2014	2013	2012
Ratio of earnings to combined fixed charges and preferred stock dividends	1.6x	1.7x	1.4x	1.4x	1.5x	1.6x

For the purpose of computing these ratios, earnings have been calculated by adding fixed charges, excluding capitalized interest, to pre-tax income from continuing operations. Fixed charges consist of interest costs, whether expenses or capitalized, the estimated interest of rental expenses and amortization.

TABLE OF CONTENTS

DESCRIPTION OF THE SERIES C PREFERRED STOCK

The following summary of the terms of the Series C Preferred Stock does not purport to be complete and is subject to and qualified in its entirety by reference to the MGCL, our charter, including the articles supplementary designating the Series C Preferred Stock, and our bylaws, each of which is available from us or will be filed with the SEC. This description of the particular terms of the Series C Preferred Stock supplements, and to the extent inconsistent therewith, replaces, the description of the general terms and provisions of our preferred stock set forth in the accompanying prospectus.

General

Our authorized stock consists of 404,439,750 shares, of which 196,739,750 shares are classified as common stock, par value \$0.01 per share, or common stock, 200,000,000 shares are classified as excess stock, par value \$0.01 per share, or excess stock, 2,300,000 shares are classified as 7.875% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share, or the Series B Preferred Stock, and 5,400,000 shares are classified as 6.125% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, or the Series C Preferred Stock. Our board of directors has reclassified 3,450,000 of our authorized and unissued shares of common stock as additional shares of Series C Preferred Stock. Before completion of this offering, we will file articles supplementary reflecting this reclassification, which we refer to in this prospectus supplement as the articles supplementary. Upon completion of this offering and the redemption of all of the outstanding shares of our Series B Preferred Stock, our authorized stock will consist of 404,439,750 shares, of which 195,589,750 shares will be classified as common stock, 200,000,000 shares will be classified as shares of excess stock and 8,850,000 shares will be classified as Series C Preferred Stock.

The registrar, transfer agent and distributions disbursing agent for the Series C Preferred Stock is American Stock Transfer & Trust Company.

Ranking

The Series C Preferred Stock will rank, with respect to rights to the payment of dividends, and the distribution of assets upon our liquidation, dissolution or winding up:

- senior to all classes and series of our common stock and to all other stock issued by us, the terms of which
- (1) expressly provide that such securities rank junior to the Series C Preferred Stock with respect to rights to payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up;
 - (2) on a parity with the Series B Preferred Stock and any class or series of stock classified by our board of directors in the future, the terms of which specifically provide that such stock ranks on a parity with the Series C Preferred Stock with respect to rights to payments of dividends and the distribution of assets upon our liquidation, dissolution or winding up;
 - (3) junior to any class or series of stock classified by our board of directors in the future, the terms of which specifically provide that such class or series ranks senior to the Series C Preferred Stock with respect to rights to payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up; and
 - (4) effectively junior to all of our existing and future indebtedness (including indebtedness convertible to common stock or preferred stock) and the indebtedness of our existing subsidiaries and any future subsidiaries.

Dividends

Holders of the Series C Preferred Stock will be entitled to receive, when, as and if authorized by our board of directors and declared by us, out of funds legally available for the payment of dividends, annual, cumulative cash dividends in the amount of \$1.53125 per share, which is equivalent to 6.125% of the \$25.00 liquidation preference per share, per year. The first dividend on the Series C Preferred Stock sold in this offering will be paid on June 15, 2017 and will be in the amount of \$0.3828125 per share. Purchasers of the Series C Preferred Stock offered by this prospectus supplement who continue to hold the shares at the close of business on the record date for this dividend will be entitled to receive this dividend on those shares. Dividends on the Series C Preferred Stock will be payable quarterly in arrears on the 15th day of June, September, December and March (each, a “dividend payment date”) to holders of record on the applicable record date; except that if any dividend payment date is not a business day, as defined in the articles supplementary, then the dividend which would otherwise have been payable on that dividend payment date may be paid or set aside for payment on the next succeeding business day and no interest, additional dividends or other sums will accrue on the amount so payable for the period from that dividend payment date to the next succeeding business day.

TABLE OF CONTENTS

Any dividend payable on the Series C Preferred Stock, including for any partial dividend period, will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends are payable to holders of record of Series C Preferred Stock as they appear in the transfer agent's records at the close of business on the applicable record date, which will be the date that our board of directors designates as the record date for the payment of a dividend that is not more than 31 nor fewer than ten days before the applicable dividend payment date.

Our board of directors will not authorize, and we will not pay or set apart for payment, any dividend on the Series C Preferred Stock at any time that:

the terms and conditions of any of our agreements, including any agreement relating to our indebtedness, prohibit such authorization, payment or setting apart for payment;

the terms and conditions of any of our agreements, including any agreement relating to our indebtedness, provide that such authorization, payment or setting apart for payment would constitute a breach of, or a default under, such agreement; or

the law restricts or prohibits the authorization, payment or setting apart for payment.

Notwithstanding the foregoing, dividends on the Series C Preferred Stock will accumulate whether or not:

the terms and conditions of any law or any of our agreements, including any agreement relating to our indebtedness, prohibit the current payment of dividends on the Series C Preferred Stock;

we have earnings;

there are funds legally available for the payment of the dividends; or

the dividends are declared by us.

No interest, or sum in lieu of interest will be payable in respect of any accumulated and unpaid dividends on the Series C Preferred Stock which may be in arrears, and holders of the Series C Preferred Stock will not be entitled to any dividends in excess of full cumulative dividends described above. Any dividend payment made on the Series C Preferred Stock will first be credited against the earliest accumulated but unpaid dividend due with respect to such shares which remains payable.

Future distributions on our common stock and preferred stock, including the Series C Preferred Stock offered pursuant to this prospectus supplement, will be at the discretion of our board of directors and will depend on, among other things, our results of operations, cash flow from operations, financial condition and capital requirements, the annual distribution requirements under the REIT provisions of the Code, any debt service requirements and any other factors our board of directors deems relevant. Accordingly, we cannot guarantee that we will be able to make cash distributions on our preferred stock or what the actual distributions will be for any future period.

Except as described below, we will not declare or pay or set aside for payment any dividends or declare or make any other distribution of cash or other property on or with respect to our common stock or any other class or series of stock that ranks junior to or on a parity with the Series C Preferred Stock with respect to the payment of dividends (including the Series B Preferred Stock) or redeem, purchase or otherwise acquire for any consideration, or make any funds available for a sinking fund for the redemption of, any shares of common stock or any other class or series of stock that ranks junior to or on a parity with the Series C Preferred Stock with respect to the payment of dividends, unless we also have paid in cash full cumulative dividends on the Series C Preferred Stock for all past dividend periods.

Except as described below, if we do not declare and either pay in cash, or set aside a sum sufficient for payment of, full cumulative dividends on the Series C Preferred Stock and any other class or series of stock that ranks on a parity, with respect to the payment of dividends, with the Series C Preferred Stock (including the Series B Preferred Stock), the amount which we have declared will be allocated pro rata to the holders of the Series C Preferred Stock and each such other class or series of stock, so that the amount declared for each share of Series C Preferred Stock and for each share of such other class or series of stock is proportionate to the accumulated and unpaid dividends on those shares (which shall not include any amount in respect of unpaid dividends on such other class or series of stock for prior Series C dividend periods if such other class or series of stock does not have a cumulative dividend).

Notwithstanding the foregoing restrictions, and regardless of whether we have paid full cumulative dividends on the Series C Preferred Stock or any other class or series of our stock that ranks on a parity with the Series C Preferred Stock with respect to the payment of dividends (including the Series B Preferred Stock) for any dividend period, we will not be prohibited or limited from:

TABLE OF CONTENTS

paying dividends on any shares of our stock in shares of our common stock or any other class or series of our stock ranking junior to the Series C Preferred Stock as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up;

converting or exchanging any shares of our stock for shares of our common stock or any other class or series of our stock ranking junior to the Series C Preferred Stock as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up;

redeeming, purchasing or otherwise acquiring any shares of our stock pursuant to the provisions of our charter relating to the restrictions upon ownership and transfer of stock or permitting us to redeem shares of our stock to assist us in preserving our status as a REIT; or

purchasing or acquiring shares of Series C Preferred Stock or shares of any other class or series of our stock ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up (including the Series B Preferred Stock) pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series C Preferred Stock.

If, for any taxable year, we elect to designate as “capital gain dividends” (as defined in Section 857 of the Code) a portion, which we refer to as the Capital Gains Amount, of the dividends not in excess of our earnings and profits that are paid or made available for such taxable year to the holders of all classes and series of stock, or the Total Dividends, then the portion of the Capital Gains Amount that will be allocable to the holders of the Series C Preferred Stock will be the Capital Gains Amount multiplied by a fraction, the numerator of which will be the total dividends (within the meaning of the Code) paid or made available to the holders of the Series C Preferred Stock for the year and the denominator of which will be the Total Dividends.

Liquidation Preference

Upon any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of the then-outstanding shares of Series C Preferred Stock will be entitled to be paid out of our assets legally available for distribution to our stockholders, subject to the payment of or provision for our debts and other liabilities and the preferential rights of the holders of any class or series of stock that we may issue ranking senior to the Series C Preferred Stock with respect to the distribution of assets upon our liquidation, dissolution or winding up, a liquidation preference of \$25.00 per share plus an amount equal to any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the date of payment, before any distribution or payment may be made to holders of common stock or any other class or series of stock ranking junior to the Series C Preferred Stock with respect to rights upon our liquidation, dissolution or winding up. If, upon our voluntary or involuntary liquidation, dissolution or winding up, our available assets are insufficient to pay the full amount of the liquidating distributions on all outstanding shares of Series C Preferred Stock and the corresponding amounts payable on all outstanding shares of each other class or series of stock ranking on a parity with the Series C Preferred Stock in the distribution of assets

upon our liquidation, dissolution or winding up (including the Series B Preferred Stock), then the holders of the Series C Preferred Stock and each such other class or series of stock ranking on a parity with the Series C Preferred Stock as to rights upon our liquidation, dissolution and winding up will share ratably in any distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled. Holders of the Series C Preferred Stock will be entitled to notice of any voluntary or involuntary liquidation, dissolution or winding up no fewer than 30 days and no more than 60 days before the first payment date of any such liquidating distribution. After payment of the full amount of the liquidating distributions to which they are entitled, the holders of the Series C Preferred Stock will have no right or claim to any of our remaining assets. Our consolidation, merger or conversion with or into any other entity or the sale, lease, transfer or conveyance of all or substantially all of our property or business will not be deemed to constitute our liquidation, dissolution or winding up.

In determining whether a distribution (other than upon voluntary or involuntary dissolution) by dividend, redemption or other acquisition of shares of our stock or otherwise is permitted under the MGCL, amounts that would be needed, if we were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of the holders of the Series C Preferred Stock will not be added to our total liabilities.

Optional Redemption

The Series C Preferred Stock is not redeemable by us before September 15, 2021, except under the circumstances described in the next paragraph below, pursuant to the provisions of our charter relating to restrictions on ownership and transfer of our stock and under the circumstances described under “ – Special Optional Redemption.”

TABLE OF CONTENTS

We may redeem any or all of the outstanding shares of Series C Preferred Stock at any time, whether before or after September 15, 2021, for a cash redemption price per share equal to \$25.00, plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or before the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price), without interest, upon the giving of notice, as provided below, if our board of directors determines that such redemption is necessary to assist us in preserving our status as a REIT.

On and after September 15, 2021, we will have the option to redeem the Series C Preferred Stock, in whole or in part, from time to time, for a cash redemption price per share equal to \$25.00, plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or before the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price), without interest, upon the giving of notice, as provided below.

Special Optional Redemption

During any period of time (whether before or after September 15, 2021) that both (i) the Series C Preferred Stock is not listed on the NYSE, the NYSE Amex or the NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or the NASDAQ, and (ii) we are not subject to the reporting requirements of the Exchange Act, and any shares of Series C Preferred Stock are outstanding (which we refer to collectively as a Delisting Event), we will have the option to redeem the Series C Preferred Stock, in whole or in part, within 90 days after the date of the Delisting Event, for a cash redemption price per share equal to \$25.00, plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or before the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price), without interest, upon the giving of notice, as provided below.

Upon the occurrence of a Change of Control (as defined below), we will have the option to redeem the Series C Preferred Stock, in whole or in part and within 120 days after the first date on which such Change of Control occurred, for a cash redemption price per share equal to \$25.00 plus any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the redemption date (unless the redemption date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or before the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in the redemption price), without interest, upon the giving of notice, as provided below.

A “Change of Control” occurs when, after the original issuance of the Series C Preferred Stock, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a “person” under Section 13(d)(3) of the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions, of shares of our stock entitling that person to exercise more than 50% of the total voting power of all outstanding shares of our stock entitled to vote generally in the election of directors (and such a person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

after the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity (or, if in connection with such transaction holders of common stock receive consideration consisting of common equity securities of another entity, such other entity) has a class of common securities (or ADRs representing such securities) listed on the NYSE, the NYSE Amex or the NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or the NASDAQ.

If, before the date fixed for conversion of Series C Preferred Stock in connection with a Delisting Event or Change of Control, as described more fully below, we provide notice of redemption of shares of Series C Preferred Stock (whether pursuant to our optional redemption right or our special optional redemption rights), holders of such shares of Series C Preferred Stock will not be entitled to convert their shares as described below under “– Conversion Rights.”

TABLE OF CONTENTS

Procedures for Redemption

If you are a record holder of Series C Preferred Stock, we will mail to your address, as shown on our share transfer books, a notice of redemption no less than 30 days nor more than 60 days before the redemption date and before the date fixed for conversion as described under “– Conversion Rights” below. In addition to any information required by law or the rules of any exchange on which the Series C Preferred Stock is listed, quoted or admitted to trading, each notice must state the following:

the date for redemption, or the redemption date;

the redemption price;

the total number of shares of Series C Preferred Stock to be redeemed (and, if fewer than all shares held by any holder are to be redeemed, the number of shares to be redeemed from such holder);

the place or places where the shares of Series C Preferred Stock are to be surrendered for payment, together with the certificates, if any, representing such shares (duly endorsed for transfer) and any other documents or procedures that we require in connection with such redemption;

if the Series C Preferred Stock is being redeemed pursuant to our special optional redemption right, that the Series C Preferred Stock is being redeemed in connection with the occurrence of a Delisting Event or a Change of Control, as applicable, and if in connection with the occurrence of a Change of Control, a brief description of the transaction or transactions constituting such Change or Control;

if a Delisting Event or Change of Control has occurred, that holders of the shares of Series C Preferred Stock to which the notice relates will not be entitled to tender such shares for conversion in connection with the Delisting Event or Change of Control, as applicable, and each share of Series C Preferred Stock tendered for conversion that is selected, before the date fixed for such conversion, for redemption will be redeemed on the related redemption date instead of converted on the applicable conversion date; and

that dividends on the shares of Series C Preferred Stock designated for redemption will cease to accumulate on the redemption date.

A failure to give such notice or any defect in the notice or in its mailing will not affect the sufficiency of notice or validity of the proceedings for redemption of shares of Series C Preferred Stock called for redemption except as to the holder to whom notice was defective or not given. A redemption notice that has been mailed in the manner provided above will be presumed to be given on the date it is mailed whether or not the stockholder receives the redemption notice. The redemption price of the shares of Series C Preferred Stock to be redeemed will then be paid to or on the order of the person whose name appears in our stock ledger as the record owner of such shares.

If we have given a notice of redemption, we have set aside the funds necessary for the redemption of the shares of Series C Preferred Stock called and we have given irrevocable instructions to pay the redemption price and all accumulated and unpaid dividends payable on the applicable redemption date, then, from and after the redemption date:

all dividends on the shares of Series C Preferred Stock designated for redemption in the notice will cease to accumulate;

all rights of the holders of the shares of Series C Preferred Stock designated for redemption will cease and terminate, except the right to receive the redemption price (including all accumulated and unpaid dividends up to, but not including, the redemption date, that are payable in connection with the payment of the redemption price), without interest;

the shares of Series C Preferred Stock designated for redemption may not thereafter be transferred except with our consent; and

the shares of Series C Preferred Stock designated for redemption will not be outstanding for any purpose whatsoever.

The holders of shares of Series C Preferred Stock as of the close of business on a record date fixed for the payment of a dividend on the Series C Preferred Stock will be entitled to receive such dividend on the corresponding payment date, notwithstanding the redemption of the Series C Preferred Stock between such record date and the corresponding payment date.

TABLE OF CONTENTS

If less than all of the outstanding shares of Series C Preferred Stock are to be redeemed pursuant to either the optional redemption right or the special redemption rights discussed above (except for redemption necessary to assist us in preserving our status as a REIT), the shares of Series C Preferred Stock to be redeemed will be determined pro rata (as nearly as practicable without creating fractional shares) or by lot. If the redemption is to be by lot, and if, as a result of the redemption, any holder of Series C Preferred Stock would own, or be deemed by virtue of certain attribution provisions of the Code to own, in excess of 9.8% in value or in number of shares (whichever is more restrictive) of our issued and outstanding stock (which includes the Series C Preferred Stock but does not include any shares of excess stock), or violate any other restriction or limitation of our stock set forth in our charter, then, except as otherwise permitted in our charter, we will redeem the requisite number of shares of Series C Preferred Stock of that holder such that the holder will not own or be deemed by virtue of certain attribution provisions of the Code to own, subsequent to the redemption, in excess of 9.8% in value or in number of shares (whichever is more restrictive) of our issued and outstanding stock or violate any other restriction or limitation of our stock set forth in our charter. See “Description of Common and Preferred Stock – Restrictions on Ownership and Transfer” in the accompanying prospectus.

Notwithstanding the foregoing, unless full cumulative dividends on all outstanding shares of Series C Preferred Stock have been or contemporaneously are paid all past dividend periods, no shares of Series C Preferred Stock may be redeemed unless all outstanding shares of Series C Preferred Stock are simultaneously redeemed, and we will not purchase or otherwise acquire directly or indirectly any Series C Preferred Stock, except by (i) conversion or exchange for shares of our common stock or any other class or series of our stock ranking junior to the Series C Preferred Stock as to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up, (ii) redemption, purchase or other acquisition of shares of stock pursuant to the provisions of our charter relating to the restrictions on ownership and transfer of our stock, or (iii) purchase or other acquisition of shares of the Series C Preferred Stock or shares of any other class or series of our stock ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up (including the Series B Preferred Stock) pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series C Preferred Stock.

All shares of the Series C Preferred Stock that we redeem or repurchase will be retired and restored to the status of authorized but unissued shares of common stock, without designation as to class or series.

Conversion Rights

Upon the occurrence of a Delisting Event or a Change of Control, unless, before the date fixed for such conversion, we provide notice of redemption of such shares of Series C Preferred Stock as described above under “– Optional Redemption” or “– Special Optional Redemption” and subject to the restrictions on ownership and transfer of our stock set

forth in our charter, then, unless holders of the Series C Preferred Stock will receive the Alternative Form Consideration as described below, each holder of Series C Preferred Stock will have the right to convert all or part of the Series C Preferred Stock held by such holder into a number of shares of common stock per share of Series C Preferred Stock to be so converted, or the Common Share Conversion Consideration, equal to the lesser of:

the quotient obtained, which we refer to as the Conversion Rate, by dividing (i) the sum of \$25.00 plus the amount of any accumulated and unpaid dividends thereon (whether or not declared) to, but not including, the applicable date fixed for conversion (unless the applicable conversion date is after a record date set for the payment of a dividend on the Series C Preferred Stock and on or before the corresponding dividend payment date, in which case the amount of such accrued and unpaid dividend will not be included in this sum), by (ii) the Common Share Price (as defined below); and

3.41997, the Share Cap, subject to certain adjustments described below.

The “Common Share Price” for any Change of Control will be (i) if the consideration to be received in the Change of Control by holders of shares of common stock is solely cash, the amount of cash consideration per share of common stock, and (ii) if the consideration to be received in the Change of Control by holders of shares of common stock is other than solely cash, the average of the closing sales price per share of common stock on the NYSE, the NYSE Amex or the NASDAQ, or an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or the NASDAQ, for the ten consecutive trading days immediately preceding, but not including, the effective date of the Change of Control. The “Common Share Price” for any Delisting Event will be the average of the closing sale prices per share of common stock on the NYSE, the NYSE Amex or the NASDAQ, or an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or the NASDAQ, for the ten consecutive trading days immediately preceding, but not including, the effective date of the Delisting Event.

TABLE OF CONTENTS

The Share Cap will be subject to pro rata adjustments for any stock splits (including those effected pursuant to a distribution of common stock), subdivisions or combinations with respect to our common stock as follows: the adjusted Share Cap as the result of such an event will be the number of shares of common stock that is equivalent to the product of (i) the Share Cap in effect immediately before such event multiplied by (ii) a fraction, the numerator of which is the number of shares of common stock outstanding after giving effect to such event and the denominator of which is the number of shares of common stock outstanding immediately before such event.

In the case of a Delisting Event or Change of Control pursuant to, or in connection with, which shares of common stock will be converted into cash, securities or other property or assets (including any combination thereof), or the Alternative Form Consideration, a holder of shares of Series C Preferred Stock will receive upon conversion of a share of Series C Preferred Stock the kind and amount of Alternative Form Consideration which such holder would have owned or been entitled to receive had such holder held a number of shares of common stock equal to the Common Share Conversion Consideration immediately before the effective time of the Delisting Event or Change of Control.

If the holders of shares of common stock have the opportunity to elect the form of consideration to be received in connection with the Delisting Event or Change of Control, the form of consideration that holders of the Series C Preferred Stock will receive will be in the form of consideration elected by the holders of a plurality of the shares of common stock held by stockholders who participate in the election and will be subject to any limitations to which all holders of shares of common stock are subject, including, without limitation, pro rata reductions applicable to any portion of the consideration payable in connection with the Delisting Event or Change of Control.

We will not issue fractional shares of common stock upon the conversion of the Series C Preferred Stock. Instead, we will pay the cash value of any such fractional share based on the Common Share Price.

Within 15 days after the occurrence of a Delisting Event or Change of Control, we will provide to holders of record of outstanding shares of Series C Preferred Stock, at the addresses for such holders shown on our share transfer books, a notice of the occurrence of the Delisting Event or Change of Control. This notice will state the following:

the events constituting the Delisting Event or Change of Control;

the date of the Delisting Event or Change of Control;

the last date on which the holders of shares of Series C Preferred Stock may exercise their conversion rights in connection with the Delisting Event or Change of Control, as applicable;

the method and period for calculating the Common Share Price;

the date fixed for conversion in connection with the Delisting Event or Change of Control, or the conversion date, which will be a business day fixed by our board of directors that is not fewer than 20 and not more than 35 days after the date of the notice;

that if, before the applicable conversion date, we provide notice of our election to redeem all or any portion of the shares of Series C Preferred Stock, holders of the Series C Preferred Stock will not be able to convert the shares of Series C Preferred Stock so called for redemption, and such shares of Series C Preferred Stock will be redeemed on the related redemption date, even if they have already been tendered for conversion in connection with the Delisting Event or Change of Control, as applicable;

if applicable, the type and amount of Alternative Conversion Consideration entitled to be received per share of Series C Preferred Stock converted;

the name and address of the paying agent and the conversion agent; and

the procedures that the holders of shares of Series C Preferred Stock must follow to exercise their conversion rights in connection with the Delisting Event or Change of Control, as applicable.

A failure to give such notice or any defect in the notice or in its mailing will not affect the sufficiency of the notice or validity of the proceedings for conversion of shares of Series C Preferred Stock in connection with a Delisting Event or Change of Control, as applicable, except as to the holder to whom notice was defective or not given. A notice that has been mailed in the manner provided herein will be presumed to be given on the date it is mailed whether or not the stockholder receives such notice.

TABLE OF CONTENTS

We will issue a press release for publication on the Dow Jones & Company, Inc., Business Wire, PR Newswire or Bloomberg Business News (or, if these organizations are not in existence at the time of issuance of the press release, such other news or press organization as is reasonably calculated to broadly disseminate the relevant information to the public) containing the information stated in such a notice, and post such a notice on our website, in any event before the opening of business on the first business day after any date on which we provide the notice described above to the holders of record of Series C Preferred Stock.

To exercise conversion rights in connection with a Delisting Event or Change of Control, as applicable, a holder of record of Series C Preferred Stock will be required to deliver, on or before the close of business on the applicable conversion date, the certificates, if any, representing any certificated shares of Series C Preferred Stock to be converted, duly endorsed for transfer, together with a completed written conversion notice and any other documents we reasonably require in connection with such conversion, to our conversion agent. The conversion notice must state:

the relevant conversion date; and

the number of shares of Series C Preferred Stock to be converted.

A holder of Series C Preferred Stock may withdraw any notice of exercise of such holder's conversion rights in connection with a Delisting Event or Change of Control, as applicable, in whole or in part, by a written notice of withdrawal delivered to our conversion agent before the close of business on the business day before the applicable conversion date. The notice of withdrawal must state:

the number of withdrawn shares of Series C Preferred Stock;

if certificated shares of Series C Preferred Stock have been tendered for conversion and withdrawn, the certificate numbers of the withdrawn certificated shares of Series C Preferred Stock; and

the number of shares of Series C Preferred Stock, if any, which remain subject to the conversion notice.

Notwithstanding the foregoing, if the Series C Preferred Stock is held in global form, the conversion notice and/or the notice of withdrawal, as applicable, must comply with applicable procedures of DTC.

Shares of Series C Preferred Stock as to which the holder's conversion right has been properly exercised and for which the conversion notice has not been properly withdrawn will be converted into the applicable form of consideration on

the applicable conversion date unless, before the applicable conversion date, we provide notice of our election to redeem such shares of Series C Preferred Stock, whether pursuant to our optional redemption right or our special optional redemption rights. If we elect to redeem shares of Series C Preferred Stock that would otherwise be converted into the applicable form of consideration on a conversion date, such shares of Series C Preferred Stock will not be so converted and the holders of such shares will be entitled to receive on the applicable redemption date the redemption price for such shares.

We will deliver amounts owed upon conversion no later than the third business day after the applicable conversion date.

In connection with the exercise of conversion rights in connection with any Delisting Event or Change of Control, we will comply with all U.S. federal and state securities laws and stock exchange rules in connection with any conversion of shares of Series C Preferred Stock into shares of common stock. Notwithstanding any other provision of the terms of the Series C Preferred Stock, no holder of the Series C Preferred Stock will be entitled to convert such Series C Preferred Stock into shares of common stock to the extent that receipt of such shares of common stock would cause such holder (or any other person) to violate the restrictions on ownership and transfer of our stock contained in our charter. See “Description of Stock – Restrictions on Ownership and Transfer” in the accompanying prospectus.

The conversion and redemption features of the Series C Preferred Stock may make it more difficult for or discourage a party from taking over our company.

Except as provided above in connection with a Delisting Event or Change of Control, the Series C Preferred Stock is not convertible into or exchangeable for any other property or securities, except that the Series C Preferred Stock may be exchanged for shares of our excess stock pursuant to the provisions of our charter relating to restrictions on ownership and transfer of our stock. For further information regarding the restrictions on ownership and transfer of our stock and excess stock, see “Description of Stock – Restrictions on Ownership and Transfer” in the accompanying prospectus.

TABLE OF CONTENTS

The conversion rights of holders of Series C Preferred Stock may make it more difficult for a party to take over our company or discourage a party from taking over our company. See “Risk Factors—Risks Related to this Offering—The change of control and delisting conversion features may not adequately compensate you upon a change of control of our Company or delisting of the Series C Preferred Stock, and the change of control conversion and redemption rights of holders of Series C Preferred Stock may make it more difficult for a party to take over our company or discourage a party from taking over our company.”

Voting Rights

Except as described below, holders of the Series C Preferred Stock will generally have no voting rights. On any matter in which the Series C Preferred Stock may vote (as expressly provided in our charter), each share of Series C Preferred Stock shall be entitled to cast one vote.

If dividends on the Series C Preferred Stock are in arrears, whether or not declared, for six or more quarterly dividend periods, whether or not these quarterly dividend periods are consecutive, the holders of the Series C Preferred Stock and the holders of all other classes and series of our preferred stock ranking on a parity with the Series C Preferred Stock with respect to the payment of dividends and the distribution of assets upon our liquidation, dissolution or winding up, and upon which like voting rights have been conferred, the Series B Preferred Stock, and are exercisable, or voting preferred stock and with which the holders of Series C Preferred Stock are entitled to vote together as a single class, voting together as a single class, will have the exclusive power to elect two additional directors, or the preferred directors, to serve on our board of directors, until all dividends accumulated on the outstanding shares of Series C Preferred Stock for all past dividend periods and the then-current dividend period shall have been fully paid. Unless the number of our directors has previously been increased pursuant to the terms of any class or series of voting preferred stock with which the holders of the Series C Preferred Stock are entitled to vote together as a single class in the election of preferred directors (and has not subsequently been decreased), the number of our directors will automatically increase by two at such time as holders of the Series C Preferred Stock become entitled to vote in the election of preferred directors. Unless shares of voting preferred stock remain outstanding and entitled to vote in the election of preferred directors, the term of office of preferred directors will terminate, and the number of our directors will automatically decrease by two, when all accumulated dividends on the Series C Preferred Stock for all past dividend periods and the then-current dividend period have been fully paid. If the right of holders of the Series C Preferred Stock to elect the preferred directors terminates after the record date for the determination of holders of shares of Series C Preferred Stock entitled to vote in any election of preferred directors but before the closing of the polls in such election, holders of the Series C Preferred Stock outstanding as of such record date will not be entitled to vote in such election of preferred directors. The right of the holders of the Series C Preferred Stock to elect preferred directors will again vest if and whenever dividends are in arrears for six quarterly periods, as described above. In no event will the holders of the Series C Preferred Stock be entitled to nominate or elect an individual as a preferred director, and no individual shall be qualified to be nominated for election or to serve as a preferred director, if the individual's service as a director would cause us to fail to satisfy a requirement relating to director independence of any

national securities exchange on which any class or series of our stock is listed or quoted.

At any time that holders of Series C Preferred Stock have the right to elect preferred directors, but such preferred directors have not been elected, we must call a special meeting of our stockholders for the purpose of electing preferred directors upon the written request of the holders of record of at least 10% of the outstanding shares of the Series C Preferred Stock and any other class or series of voting preferred stock with which the holders of the Series C Preferred Stock are entitled to vote together as a single class in the election of preferred directors, unless such request is received fewer than 90 days before the date fixed for the next annual or special meeting of our stockholders, in which case, the election of preferred directors will be held at the earlier of the next annual or special meeting of our stockholders. The preferred directors will be elected by a plurality of the votes cast in the election of preferred directors, and each preferred director will serve until the next annual meeting of our stockholders and until his or her successor is duly elected and qualifies, or until such preferred director's term of office terminates as described above. Preferred directors will not be classified with respect to the terms for which they hold office. Any preferred director elected by the holders of the Series C Preferred Stock and any class or series of voting preferred stock may be removed, with or without cause, by a vote of the holders of record of a majority of the outstanding shares of Series C Preferred Stock and all classes and series of voting preferred stock then entitled to vote in the election of preferred directors, voting together as a single class. Holders of common stock will not be entitled to vote in the election of preferred directors.