

GLADSTONE COMMERCIAL CORP

Form 8-A12B/A

October 23, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 8-A/A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**GLADSTONE COMMERCIAL CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

Maryland

02-0681276

(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

1521 Westbranch Drive, Suite 200, McLean, Virginia

22102

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration file number to which this form relates: File No. 333-128783

Securities to be Registered Pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

7.50% Series B Cumulative Redeemable  
Preferred Stock, \$0.001 par value

The NASDAQ Stock Market, LLC

Securities to be registered pursuant to Section 12(g) of the Act:

None

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the 7.50% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the Preferred Stock ), of Gladstone Commercial Corporation, a Maryland corporation (the Registrant ), is incorporated by reference to the information set forth under the caption Description of the Series B Preferred Stock in the prospectus supplement filed pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, in the form in which it was filed on October 19, 2006 with the Securities and Exchange Commission. The prospectus supplement supplements the prospectus contained in the Registrant's registration statement on Form S-3 (File No. 333-128783), which was declared effective by the Securities and Exchange Commission on October 24, 2005. The Preferred Stock is expected to be listed on the Nasdaq Global Market.

**Item 2. Exhibits.**

Pursuant to the Instructions as to exhibits for registration statements on Form 8-A, the documents listed below are filed as exhibits to this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003.
3.2	Bylaws, incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003.
3.3	Articles Supplementary establishing and fixing the rights and preferences of the 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.3 to the Registration Statement on Form 8-A (File No. 000-50363) filed January 19, 2006.
3.4*	Articles Supplementary establishing and fixing the rights and preferences of the 7.50% Series B Cumulative Redeemable Preferred Stock.
4.1	Form of Certificate for 7.75% Series A Cumulative Redeemable Preferred Stock of Registrant, incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 8-A (File No. 000-50363) filed January 19, 2006.
4.2*	Form of Certificate for 7.50% Series B Cumulative Redeemable Preferred Stock of Registrant.

\* Previously filed

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

GLADSTONE COMMERCIAL  
CORPORATION

Date: October 23, 2006

By: /s/ David Gladstone  
David Gladstone  
Chief Executive Officer and Chairman  
of the Board of Directors

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003.
3.2	Bylaws, incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-11 (File No. 333-106024), filed June 11, 2003.
3.3	Articles Supplementary establishing and fixing the rights and preferences of the 7.75% Series A Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.3 to the Registration Statement on Form 8-A (File No. 000-50363) filed January 19, 2006.
3.4*	Articles Supplementary establishing and fixing the rights and preferences of the 7.50% Series B Cumulative Redeemable Preferred Stock.
4.1	Form of Certificate for 7.75% Series A Cumulative Redeemable Preferred Stock of Registrant, incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 8-A (File No. 000-50363) filed January 19, 2006.
4.2*	Form of Certificate for 7.50% Series B Cumulative Redeemable Preferred Stock of Registrant.
*	Previously filed