

GLADSTONE COMMERCIAL CORP  
Form 8-K/A  
May 12, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 12, 2011 (May 5, 2011)  
Gladstone Commercial Corporation

(Exact Name of Registrant as Specified in Its Charter)

Maryland

001-33097

02-0681276

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

1521 Westbranch Drive  
Suite 200, McLean, Virginia

22102

(Address of Principal Executive Offices)

(Zip Code)

(703) 287-5800

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EXPLANATORY NOTE**

This Amendment No. 1 to our Current Report on Form 8-K which was filed with the Securities and Exchange Commission (the SEC) on May 9, 2011 (the Original Filing) is being filed to amend and restate the report in its entirety to read as follows:

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 5, 2011, Gladstone Commercial Corporation (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting). The Company's stockholders voted and approved each of the proposals presented at the Annual Meeting, which are described in detail in the Company's Definitive Proxy Statement on Schedule 14A which was filed with the Securities and Exchange Commission on March 25, 2011.

**Proposal 1:** The election of three directors to hold office until the 2014 Annual Meeting of Stockholders.

|                     | <b>For</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------|------------|----------------|-----------------------------|
| Michela A. English  | 4,160,951  | 88,990         | 4,097,895                   |
| Anthony W. Parker   | 4,165,330  | 84,611         | 4,097,895                   |
| George Stelljes III | 4,141,975  | 107,966        | 4,097,895                   |

The following directors will continue to hold office until the 2012 Annual Meeting of Stockholders:

Terry Lee Brubaker  
David A.R. Dullum  
Gerard Mead  
Jack Reilly

The following directors will continue to hold office until the 2013 Annual Meeting of Stockholders:

David Gladstone  
Paul W. Adलगren  
John H. Outland

**Proposal 2:** To ratify the selection by the Audit Committee of the Company's board of directors of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2011.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 8,255,580  | 59,187         | 33,069         |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GLADSTONE COMMERCIAL  
CORPORATION**

Date: May 12, 2011

By: /s/ Danielle Jones  
Danielle Jones  
*Chief Financial Officer*