GLADSTONE COMMERCIAL CORP Form 8-K May 04, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the

Securities Exchange Act of 1934

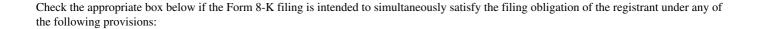
Date of Report (Date of earliest event reported): May 3, 2012

Gladstone Commercial Corporation

(Exact name of registrant as specified in its chapter)

1521 Westbranch Drive, Suite 200

McLean, Virginia 22102 (Address of principal executive offices) (Zip Code) Registrant s telephone number, including area code: (703) 287-5800



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

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

On May 3, 2012, Gladstone Commercial Corporation (the Company) held its 2012 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 23, 2012.

Proposal 1: The election of three directors to hold office until the 2015 Annual Meeting of Stockholders.

| | For | Withheld | Broker Non-Votes |
|--------------------|-----------|----------|-------------------------|
| Terry Lee Brubaker | 4,493,917 | 270,304 | 4,375,879 |
| David A.R. Dullum | 4,321,315 | 442,906 | 4,375,879 |
| Jack Reilly | 4,682,798 | 81,423 | 4,375,879 |

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

David Gladstone

Paul W. Adelgren

John H. Outland

The following directors will continue to hold office until the 2014 Annual Meeting of Stockholders:

Michela A. English

Anthony W. Parker

George Stelljes III

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, 2012.

| For | Against | Abstain |
|-----------|---------|---------|
| 9,057,147 | 70,869 | 12,084 |

SIGNATURES

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

By:

Gladstone Commercial Corporation (Registrant)

May 4, 2012

/s/ Danielle Jones (Danielle Jones, Chief Financial Officer and Treasurer)