

GLADSTONE LAND Corp  
Form 8-K  
September 29, 2014

**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) September 29, 2014 (September 24, 2014)**

**Gladstone Land Corporation**  
**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-35795**  
**(Commission**  
**File Number)**

**54-1892552**  
**(IRS Employer**  
**Identification No.)**

**1521 Westbranch Drive, Second Floor**

**McLean, Virginia**  
**(Address of Principal Executive Offices)**

**22102**  
**(Zip Code)**

**Registrant's telephone number, including area code: (703) 287-5893**

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:

- .. 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 8.01. Other Events.**

On September 24, 2014, Gladstone Land Corporation (the Company), a Maryland corporation, and Gladstone Land Limited Partnership (the Operating Partnership), a Delaware limited partnership, entered into an underwriting agreement (the Underwriting Agreement) with Janney Montgomery Scott LLC (Janney), as representative of the several underwriters named in Schedule A annexed thereto (the Underwriters). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 1,150,000 shares of its common stock, par value \$0.001 per share, at a purchase price per share to the public of \$12.28. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 172,500 shares of common stock to cover over-allotments, if any. The common stock was offered and sold pursuant to a prospectus supplement, dated September 24, 2014, and a base prospectus, dated April 2, 2014, relating to the Company's effective shelf registration statement on Form S-3 (File No. 333-194539). The Company expects the transaction to close on September 29, 2014. Net proceeds from the offering will be approximately \$13.3 million (or approximately \$15.3 million if the Underwriters exercise their over-allotment option in full) after deducting the underwriting discounts and commissions and other estimated offering expenses payable by the Company.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement set forth above is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) *Exhibits.*

**Exhibit  
No.****Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated as of September 24, 2014, by and among Gladstone Land Corporation, Gladstone Land Limited Partnership and Janney Montgomery Scott LLC, as representative of the several underwriters in Schedule A annexed thereto. |
| 5.1  | Opinion of Venable LLP regarding the legality of shares.  |
| 23.1 | Consent of Venable LLP (included in Exhibit 5.1).   |

**SIGNATURES**

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 Land Corporation

September 29, 2014

By: /s/ Lewis Parrish  
Lewis Parrish  
Chief Financial Officer

**INDEX TO EXHIBITS**

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| 1.1                    | Underwriting Agreement, dated as of September 24, 2014, by and among Gladstone Land Corporation, Gladstone Land Limited Partnership and Janney Montgomery Scott LLC, as representative of the several underwriters in Schedule A annexed thereto. |
| 5.1                    | Opinion of Venable LLP regarding the legality of shares.  |
| 23.1                   | Consent of Venable LLP (included in Exhibit 5.1).   |