

GLADSTONE LAND CORP

FORM 8-K (Current report filing)

Filed 07/12/17 for the Period Ending 07/12/17

Address	1521 WESTBRANCH DRIVE SUITE 100 MCLEAN, VA 22102
Telephone	703-287-5800
CIK	0001495240
Symbol	LAND
SIC Code	6798 - Real Estate Investment Trusts
Industry	Specialized REITs
Sector	Financials
Fiscal Year	12/31

**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) July 12, 2017

Gladstone Land Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-35795
(Commission
File Number)

54-1892552
(IRS Employer
Identification No.)

1521 Westbranch Drive, Suite 100
McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 287-5800

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On July 12, 2017, Gladstone Land Corporation (the “Company”) filed Articles of Amendment (the “Articles”) with the State Department of Assessments and Taxation for Maryland (“SDAT”). The Articles amend Section 6.1 of Article 6 of the Company’s charter to increase the number of shares of stock that the Company has authority to issue from 20,000,000 shares to 100,000,000 shares, with the additional 80,000,000 shares of stock being initially classified as common stock, \$0.001 par value per share. The Articles were approved by the Company’s board of directors on July 11, 2017 and were effective upon filing with SDAT.

The foregoing description of the Articles is qualified in its entirety by reference to the full text of the Articles, which are filed as an exhibit to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment of Gladstone Land Corporation

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

Date: July 12, 2017

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment of Gladstone Land Corporation

GLADSTONE LAND CORPORATION**ARTICLES OF AMENDMENT**

Gladstone Land Corporation, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Section 6.1 of Article 6 of the charter of the Corporation (the "Charter") is hereby amended to increase the number of shares of stock that the Corporation has authority to issue to 100,000,000 and the number of shares of Common Stock (as defined therein) that the Corporation has authority to issue to 98,000,000.

SECOND: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 20,000,000, consisting of 18,000,000 shares of Common Stock, \$0.001 par value per share, and 2,000,000 shares of 6.375% Series A Cumulative Term Preferred Stock, \$0.001 par value per share. The aggregate par value of all authorized shares of stock having par value was \$20,000.

THIRD: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 100,000,000, consisting of 98,000,000 shares of Common Stock, \$0.001 par value per share, and 2,000,000 shares of 6.375% Series A Cumulative Term Preferred Stock, \$0.001 par value per share. The aggregate par value of all authorized shares of stock having par value is \$100,000.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law (the "MGCL") is not changed by the foregoing amendment of the Charter.

FIFTH: The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly authorized by Section 2-105(a)(13) of the MGCL without any action by the stockholders of the Corporation.

SIXTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 12th day of July, 2017.

ATTEST:

GLADSTONE LAND CORPORATION

/s/ Michael LiCalsi
Name: Michael LiCalsi
Title: Secretary

By: /s/ David Gladstone (SEAL)
Name: David Gladstone
Title: Chief Executive Officer