

NATIONAL RETAIL PROPERTIES, INC.

Form 8-K

February 22, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): February 15, 2012

**NATIONAL RETAIL PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-11290**  
(Commission

File Number)

**56-1431377**  
(IRS Employer

Identification No.)

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**450 South Orange Avenue**

**Suite 900**

**Orlando, Florida**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code (407) 265-7348**

**32801**

**(Zip 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))

**Item 8.01. Other Events.**

On February 15, 2012, National Retail Properties, Inc. (the Company) entered into an Underwriting Agreement with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, and RBC Capital Markets, LLC, as representatives of the several underwriters named therein (the Underwriters), for the public offering of 10,000,000 depositary shares ( Depositary Shares ), each representing a 1/100<sup>th</sup> interest in a share of the Company's 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, at \$25.00 per Depositary Share. The Company also granted the Underwriters an option to purchase up to 1,500,000 additional Depositary Shares within 30 days from February 15, 2012. The offering is expected to close on February 23, 2012.

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

(d) Exhibits.

The exhibits listed in the following index relate to the Registration Statement on Form S-3 (No. 333-157583) of the Company and are filed herewith for incorporation by reference into such Registration Statement.

- 1.1 Underwriting Agreement, dated February 15, 2012, by and among the Company and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, and RBC Capital Markets, LLC, as the representatives of the several underwriters named therein.

**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.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht  
Name: Kevin B. Habicht  
Title: Executive Vice President,

Chief Financial Officer,

Assistant Secretary and Treasurer

Dated: February 22, 2012