

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
August 14, 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): August 14, 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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On August 14, 2012, National Retail Properties, Inc. (the Company) entered into an Eleventh Supplemental Indenture (the Supplemental Indenture) to the Indenture dated as of March 25, 1998, as amended (the Base Indenture, and together with the Supplemental Indenture, the Indenture), between the Company and U.S. Bank National Association, as trustee, relating to its 3.80% Notes due 2022 (the Notes) that were issued pursuant to an underwriting agreement, dated August 7, 2012, among the Company and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, for the sale of up to \$325,000,000 aggregate principal amount of the Notes.

The Notes are senior unsecured obligations of the Company, will mature on October 15, 2022 and will rank equally with all of the Company's other existing and future senior unsecured indebtedness. The Notes will bear interest at 3.80% per annum. Interest on the Notes is payable semi-annually on April 15 and October 15 of each year, beginning on April 15, 2013.

The foregoing descriptions of the Notes and the Indenture do not purport to be complete and are qualified in their entirety by reference to the full text of the Notes and the Indenture. Copies of the Supplemental Indenture and the form of the Notes are attached to this Current Report on Form 8-K as Exhibits 4.1 and 4.2, respectively, each of which is incorporated herein by reference. A copy of the form of Base Indenture was filed with the Securities and Exchange Commission as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 20, 1998.

**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. 333-179696) of the Company and are filed herewith for incorporation by reference into such Registration Statement.

- 4.1 Form of the Eleventh Supplemental Indenture between National Retail Properties, Inc. and U.S. Bank National Association.
- 4.2 Form of 3.80% Note due 2022.
- 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP as to the legality of the securities being issued by the registrant.
- 8.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding certain material tax issues relating to the registrant.
- 23.1 Consent of Pillsbury Winthrop Shaw Pittman LLP to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1).
- 23.2 Consent of Pillsbury Winthrop Shaw Pittman LLP to the filing of Exhibit 8.1 herewith (included in its opinion filed as Exhibit 8.1).

**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: August 14, 2012