

GLADSTONE LAND Corp  
Form 8-K  
September 23, 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 23, 2014 (September 23, 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 7.01. Regulation FD Disclosure.**

The Company announced today that it is commencing an underwritten public offering of approximately 1,150,000 shares of its common stock. The public offering price and other terms are to be determined by negotiations between the Company and the underwriters. In addition, the Company expects to grant to the underwriters a 30-day option to purchase up to approximately 172,500 additional shares of common stock on the same terms and conditions to cover over-allotments, if any.

A copy of the press release announcing the public offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the information set forth in this Item 7.01 and in the attached exhibit is deemed to be furnished and shall not be deemed to be filed.

**Item 8.01 Other Events.**

In addition, as previously announced on the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2014, the Company entered into an agreement of purchase and sale ( Agreement ) with Oxnard Plains, LLC, and Santa Clara Plains, LLC, to purchase cropland located in California. A copy of the Agreement is being filed herewith as Exhibit 10.1.

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

(d) *Exhibits.* The following exhibit 10.1 is being filed herewith and the following exhibit 99.1 is being furnished herewith to this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Agreement of Purchase and Sale by and among the Company and Oxnard Plains, LLC and Santa Clara Plains, LLC, dated August 11, 2014
99.1	Press Release dated September 23, 2014

**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.

Gladstone Land Corporation

September 23, 2014

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

**INDEX TO EXHIBITS**

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