

COMMERCIAL NET LEASE REALTY INC

Form 8-K

June 18, 2004

**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**

June 15, 2004

*Date of Report (Date of earliest event reported):*

**COMMERCIAL NET LEASE REALTY, INC.**

*(Exact name of Registrant as specified in its Charter)*

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

0-12989  
*(Commission File Number)*

56-1431377  
*(IRS Employer Identification  
Number)*

450 South Orange Avenue  
Suite 900  
Orlando, Florida 32801  
*(Address of principal executive offices, including zip code)*

(407) 650-1000  
*(Registrant's telephone number, including area code)*

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**Item 5. Other Events**

Concurrently with the filing of this Current Report on Form 8-K, the Registrant filed a Prospectus Supplement to the Registration Statement on Form S-3, File No. 333-105635 (the Registration Statement), with respect to the offering by the Registrant of \$150,000,000 aggregate principal amount of its 6.25% Notes due 2014. The Registration Statement was declared effective by the Securities and Exchange Commission on June 5, 2003.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1                  | Underwriting Agreement dated June 15, 2004, which is being filed pursuant to Regulation S-K, Item 601(b)(1) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act of 1933, as amended (the Securities Act), and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith.). |
| 4.1                | Form of Fifth Supplemental Indenture, which is being filed pursuant to Regulation S-K, Item 601(b)(4) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith.).  |
| 4.2                | Form of 6.25% Note due 2014, which is being filed pursuant to Regulation S-K, Item 601(b)(4) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith.).   |
| 5                  | Opinion of Shaw Pittman LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(5) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith.).   |
| 8                  | Opinion of Shaw Pittman LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(8) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith.).  |
| 12                 | Statement of Computation of Ratios of Earnings to Fixed Charges, which is being filed pursuant to Regulation S-K, Item 601(b)(12) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith.).                    |
| 23                 | Consents of Shaw Pittman LLP, which are being filed pursuant to Regulation S-K, Item 601(b)(23) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration   |

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Statement, is set forth in full in such Registration Statement (contained in the opinions filed as Exhibits 5 and 8 hereto).

- 25 Statement of Eligibility of Trustee, which is being filed pursuant to Regulation S-K, Item 601(b)(25) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed as Exhibit 25 to the Registrant's Current Report on Form 8-K dated March 20, 1998 and incorporated herein by reference.).
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**SIGNATURE**

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, thereunto duly authorized.

COMMERCIAL NET LEASE REALTY, INC.

Date: June 17, 2004

By: /s/ Kevin B. Habicht

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Kevin B. Habicht  
Executive Vice President,  
Chief Financial Officer, Assistant Secretary and  
Treasurer

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**EXHIBIT INDEX**

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