

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
February 26, 2015

**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 26, 2015**

**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.)**

**450 South Orange Avenue**

**Suite 900**

**Orlando, Florida**

**(Address of principal executive offices)**

**32801**

**(Zip Code)**

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

**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 26, 2015, National Retail Properties, Inc. (the Company) entered into separate equity distribution agreements (collectively, the Agreements) with each of Wells Fargo Securities, LLC, BB&T Capital Markets, a division of BB&T Securities, LLC, Capital One Securities, Inc., Citigroup Global Market Inc., Jefferies LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and SunTrust Robinson Humphrey, Inc. (collectively, the Managers). Under the terms of the Agreements, the Company may issue and sell, from time to time, up to 10,000,000 shares (the Shares) of the Company's common stock, par value \$0.01 per share, through the Managers, acting as agent and/or principal.

Sales of the Shares, if any, will be made by means of ordinary brokers' transactions that are deemed at the market offerings, in block transactions, or as otherwise agreed with the Managers. The Company will pay each Manager a commission that will not to exceed 2.0% of the gross sales price per Share of the Shares sold through such Manager as agent under the applicable Agreement. Under the terms of the Agreements, the Company may also sell Shares to any of the Managers as principal for its own account at a price agreed upon at the time of sale. If the Company sells Shares to a Manager as principal, the Company will enter into a separate terms agreement with the applicable Manager.

The Managers are not required to sell any specific number or dollar amount of the Shares, but will use reasonable efforts, as agents and subject to the terms of the Agreements, to sell the Shares, as instructed by the Company.

The form of the Agreements is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Agreements is qualified in its entirety by reference to such exhibit.

**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. 333-202237) of the Company and are filed herewith for incorporation by reference into such Registration Statement.

- 1.1 Form of Equity Distribution Agreement, dated February 26, 2015, between the Company and each of Wells Fargo Securities, LLC, BB&T Capital Markets, a division of BB&T Securities, LLC, Capital One Securities, Inc., Citigroup Global Market Inc., Jefferies LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and SunTrust Robinson Humphrey, Inc.
- 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the securities being issued by the Company.
- 8.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding certain material tax issues relating to the Company.
- 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: February 26, 2015