

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
September 12, 2011

**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): September 6, 2011

**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 September 6, 2011, National Retail Properties, Inc. (the Company ) entered into an Underwriting Agreement with Citigroup Global Markets Inc., Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives (the Representatives ) of the several underwriters named therein (the Underwriters ), for the public offering of 8,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ). The Company also granted the Underwriters an option to purchase up to 1,200,000 additional shares of Common Stock. The Representatives notified the Company of the Underwriters intent to exercise the full option to purchase 1,200,000 additional shares of Common Stock on September 7, 2011. The offering, including the settlement of the option shares, is expected to close on September 12, 2011.

**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 September 6, 2011, by and among the Company and Citigroup Global Markets Inc., Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as the representatives of the several underwriters named therein.
- 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: September 12, 2011