

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) June 16, 2016

**Gladstone Land Corporation**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-35795**  
(Commission  
File Number)

**54-1892552**  
(IRS Employer  
Identification No.)

**1521 Westbranch Drive, Suite 100**  
**McLean, Virginia**  
(Address of principal executive offices)

**22102**  
(Zip Code)

Registrant's telephone number, including area code: **(703) 287-5800**

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))
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**Item 1.01 Entry into a Material Definitive Agreement**

On June 16, 2016, Gladstone Land Limited Partnership (the “Operating Partnership”), a wholly-owned subsidiary of Gladstone Land Corporation (“Gladstone Land”), through Gladstone Lending Company, LLC (the “Borrower”), a wholly-owned subsidiary of the Operating Partnership (the Borrower, together with the Operating Partnership and Gladstone Land, collectively, the “Company”), entered into an amendment (the “Amendment”) to the bond purchase agreement (the “Bond Purchase Agreement”) with Federal Agricultural Mortgage Corporation (“Farmer Mac”) and Farmer Mac Mortgage Securities Corporation, a wholly-owned subsidiary of Farmer Mac, regarding a secured note purchase facility (the “Farmer Mac Facility”). The Amendment increases the maximum borrowing capacity under the Farmer Mac Facility from \$75.0 million to \$125.0 million and extends the term of the Bond Purchase Agreement by two years, to December 11, 2018.

Other than the increase in the maximum borrowing capacity and extension as described above, the terms of the Bond Purchase Agreement remain unchanged. A copy of the Amendment is attached as Exhibit 10.3 hereto and is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth in Item 1.01 is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

On June 20, 2016, the Company issued a press release (the “Press Release”) announcing the Amendment. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Pursuant to the rules and regulations of the SEC, the information in this Item 7.01 disclosure, including Exhibit 99.1 and the information set forth therein, is deemed to have been furnished and shall not be deemed to be “filed” under the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Bond Purchase Agreement, dated as of December 5, 2014, by and among Gladstone Lending Company, LLC, as Issuer, Farmer Mac Mortgage Securities Corporation, as Bond Purchaser, and Federal Agricultural Mortgage Corporation, as Guarantor, incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K (File No. 001-35795), filed December 17, 2014.
10.2	Pledge and Security Agreement, dated as of December 5, 2014, by and among Gladstone Lending Company, LLC, as Grantor, Farmer Mac Mortgage Securities Corporation, as Purchaser, and Federal Agricultural Mortgage Corporation, as Collateral Agent and Bond Guarantor, incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K (File No. 001-35795), filed December 17, 2014.
10.3	Amendment to the Bond Purchase Agreement, dated as of June 16, 2016, by and among Gladstone Lending Company, LLC, as Issuer, Farmer Mac Mortgage Securities Corporation, as Bond Purchaser, and Federal Agricultural Mortgage Corporation, as Guarantor.
99.1	Press Release dated June 20, 2016.

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**SIGNATURES**

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.

June 20, 2016

Gladstone Land Corporation  
(Registrant)  
By: /s/ Lewis Parrish  
(Lewis Parrish, Chief Financial Officer)

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## EXHIBIT INDEX

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**AMENDMENT NO. 1 TO  
AGVANTAGE® BOND PURCHASE AGREEMENT**

This Amendment No. 1 (the "Amendment") to the AgVantage® Bond Purchase Agreement, dated as of December 5, 2014 (the "Bond Purchase Agreement"), among FARMER MAC MORTGAGE SECURITIES CORPORATION (the "Purchaser"), a wholly owned subsidiary of FEDERAL AGRICULTURAL MORTGAGE CORPORATION, a federally-chartered instrumentality of the United States and an institution of the Farm Credit System ("Farmer Mac" or the "Guarantor"); and GLADSTONE LENDING COMPANY, LLC, a Delaware limited partnership ("Issuer"), is entered into and effective as of June [16], 2016. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Bond Purchase Agreement.

WHEREAS, Farmer Mac, the Purchaser, and the Issuer desire to amend the Bond Purchase Agreement, as set forth below; and

WHEREAS, Section 8.06 of the Bond Purchase Agreement provides that the Bond Purchase Agreement may be amended pursuant to an agreement in writing entered into by Farmer Mac, the Purchaser, and the Issuer.

NOW THEREFORE, the in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Bond Purchase Agreement is hereby amended as follows:

1. Section 1.01 of the Bond Purchase Agreement is hereby amended by replacing the definition of "Final Issuance Date" with the following:

"Final Issuance Date" means the earlier of: (a) December 11, 2018; and (b) such date as Farmer Mac determines that a Material Adverse Change has occurred."

2. Section 2.01 of the Bond Purchase Agreement is hereby amended by deleting the first sentence (exclusive of the heading) thereof and replacing it with the following:

"The Purchaser agrees to purchase Bonds, at 100% of their principal amount, from time to time before the Final Issuance Date, as requested by Issuer by written notice (each, a "Notice of Requested Borrowing") and approved by Farmer Mac in an aggregate principal amount, for all Bonds outstanding hereunder at any one time, not in excess of \$125,000,000, subject to satisfaction of the conditions set forth herein and agreement between the parties hereto as to the terms of the applicable Pricing Agreement."

3. This Amendment contains the entire agreement between the parties regarding the modifications made to the Bond Purchase Agreement. Except as explicitly modified by this Amendment, each and every term, condition, exhibit, schedule, annex, and provision of the Bond Purchase Agreement shall remain in full force and effect.

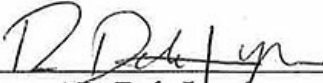
4. This Amendment shall be governed by, and construed in accordance with, federal law. To the extent federal law incorporates state law, that state law shall be the laws of the State of New York applicable to contracts made and performed therein.

5. This Amendment may be executed in two or more counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

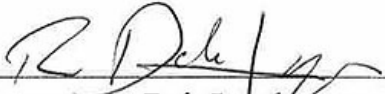
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IN WITNESS WHEREOF, the parties hereto hereby execute this Amendment as of the day and year first above written.


**FARMER MAC MORTGAGE SECURITIES CORPORATION**

By:   
Name: **R. Dale Lynch**  
Title: **Executive Vice President-CFO**

**FEDERAL AGRICULTURAL MORTGAGE CORPORATION**

By:   
Name: **R. Dale Lynch**  
Title: **Executive Vice President-CFO**

**GLADSTONE LENDING COMPANY, LLC, a Delaware limited liability company**  
**By: GLADSTONE LAND LIMITED PARTNERSHIP, a Delaware limited partnership, its sole member and manager**  
**By: GLADSTONE LAND PARTNERS, LLC, a Delaware limited liability company, its General Partner**  
**By: GLADSTONE LAND CORPORATION, a Maryland corporation, its Manager**

By:   
Name: **David Gladstone**  
Title: **CEO & President**

## Gladstone Land Announces Expansion and Extension of its Farmer Mac Facility

MCLEAN, Va., June 20, 2016 (GLOBE NEWSWIRE) -- Gladstone Land Corporation (NASDAQ:LAND) (the "Company"), announced today that it, through one of its wholly-owned subsidiaries, has expanded its secured note purchase facility with Federal Agricultural Mortgage Corporation ("Farmer Mac"), (NYSE:AGM) and (AGM.A) from \$75.0 million to \$125.0 million and extended its term by two years, to December 11, 2018. Bonds issued under this facility are secured by mortgage loans on agricultural real estate owned by the Company and have an effective loan-to-value ratio of up to 60% of the underlying agricultural real estate.

"We are pleased to build on our relationship with Farmer Mac, as they offer some of the best financing terms available," said David Gladstone, President and CEO of the Company. "This expansion and extension will provide us with additional flexibility as we continue our due diligence on the list of farms we're looking to buy, and we believe the attractive rates will allow us to strengthen our margins and enable us to pass on some of the savings to our stockholders in the form of distributions."

### **About Gladstone Land Corporation:**

Gladstone Land is a real estate investment trust that pays monthly distributions to its stockholders. The Company invests in farmland located in major agricultural markets in the U.S. that it leases to independent and corporate farming operations. As of March 31, 2016, the net asset value of the Company was \$13.87 per share, and the Company intends to report the current value of its farmland on a quarterly basis. The Company currently owns 47 farms, comprised of 23,456 acres in 7 different states across the U.S., valued at approximately \$334 million. Its acreage is predominantly concentrated in locations where its tenants are able to grow fresh produce annual row crops, such as berries and vegetables, which are planted and harvested annually or more frequently, as well as permanent crops, such as almonds, blueberries and pistachios, which are planted every 10 to 20-plus years. The Company also may acquire property related to farming, such as cooling facilities, processing buildings, packaging facilities, and distribution centers. The Company has paid 40 consecutive monthly cash distributions on its common stock since its initial public offering in January 2013. The current per-share distribution is \$0.04125 per month, or \$0.495 per year. Additional information can be found at [www.GladstoneLand.com](http://www.GladstoneLand.com) and [www.GladstoneFarms.com](http://www.GladstoneFarms.com).

Owners or brokers who have farmland for sale in the U.S. should contact:

- Bill Frisbie at (703) 287-5839 or [Bill.F@GladstoneLand.com](mailto:Bill.F@GladstoneLand.com) – Eastern U.S.
- Bill Reiman at (805) 263-4778 or [Bill.R@GladstoneLand.com](mailto:Bill.R@GladstoneLand.com) – Western U.S.
- Bill Hughes at (618) 606-2887 or [Bill.H@GladstoneLand.com](mailto:Bill.H@GladstoneLand.com) – Midwest U.S.

For stockholder information on Gladstone Land, call (703) 287-5893. Information on the business activities of all of the Gladstone funds can be found at [www.GladstoneCompanies.com](http://www.GladstoneCompanies.com). For Investor Relations inquiries related to any of the monthly dividend paying Gladstone funds, please visit [www.Gladstone.com](http://www.Gladstone.com).

*Certain statements in this press release, including, but not limited to, the Company's ability to maintain or grow its portfolio, increases in operating revenues, and distributions are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements inherently involve certain risks and uncertainties, although they are based on the Company's current plans that are believed to be reasonable as of the date of this press release. Factors that may cause actual results to differ materially from these forward-looking statements include, but are not limited to, the Company's ability to procure financing for investments; downturns in the current economic environment; the performance of its tenants; the impact of competition on its efforts to renew existing leases or re-lease real property; and significant changes in interest rates. Additional factors that could cause actual results to differ materially from those stated or implied by its forward-looking statements are disclosed under the caption "Risk Factors" of its Form 10-K for the fiscal year ended December 31, 2015, as filed with the SEC on February 23, 2016, and its Form 10-Q for the three months ended March 31, 2016, as filed with the SEC of even date herewith. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

For further information: Gladstone Land, 703-287-5893