
**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 13, 2016

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
(I.R.S. Employer Identification Number)

1521 Westbranch Drive, Suite 100, McLean, Virginia 22102
(Address of Principal Executive Offices) (Zip Code)

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

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 September 13, 2016, Diego Ranch Stanislaus, LP (“Diego Ranch”), and Nevada Ranch Merced, LP (together with Diego Ranch, the “Purchasers”), each a wholly-owned subsidiary of Gladstone Land Limited Partnership (the “Operating Partnership”), the operating partnership of Gladstone Land Corporation (the “Company”), each entered into separate agreements for the purchase and sale of property with the same seller (the “Seller”), which Seller is unrelated to the Company (the “Purchase Agreements”). Additionally, Diego Ranch, collectively with the Operating Partnership and certain other affiliated entities, entered into one agreement for the contribution and transfer of property (the “Contribution Agreement,” and, together with the Purchase Agreements, the “Agreements”) with the Seller.

These Agreements collectively provide for the acquisition by the Company or its designee of approximately 2,485 total acres of real property located in Stanislaus and Merced Counties, California (the “Properties”), for total consideration of approximately \$23.4 million in cash and approximately \$4.1 million in units of limited partnership interests of the Operating Partnership (“OP Units”), exclusive of closing costs, and subject to certain credits and debits as set forth in the Agreements.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On September 14, 2016, the Purchasers closed on the acquisition of the Properties (the “Acquisition”) as contemplated by the Agreements for (i) approximately \$23.4 million in cash, and (ii) approximately \$4.1 million in OP Units, constituting an aggregate 343,750 OP Units. The Seller of the Properties is not a related party to the Company or its affiliates and does not have a material relationship with the Company or its affiliates, other than in respect to the Acquisition.

In addition, the Purchasers assumed two agricultural leases (the “Leases”) with a tenant unrelated to each of the Company and the Seller. The Leases include annual upward rent adjustments based on CPI and periodic market resets based on the appraised value of the property. Each of the Leases is a triple-net lease with a remaining term of approximately 3 years, subject to three, 5-year extension options, followed by one, 3-year extension option, each extension option exercisable at the tenant’s option.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth under Items 1.01 and 2.01 of this Current Report on Form 8-K related to the issuance of OP Units is incorporated by reference into this Item 3.02. Following a one-year holding period, the OP Units will be redeemable for cash or, at the Company’s discretion, exchangeable for shares of common stock of the Company, par value \$0.01 per share, in accordance with the terms of the partnership agreement of the Operating Partnership.

The exchange of the OP Units pursuant to the Contribution Agreement will be consummated without registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption from registration in Section 4(a)(2) of the Securities Act as transactions not involving any public offering. No sales commission or other consideration will be paid in connection with such sale.

Item 7.01. Regulation FD Disclosure.

On September 14, 2016, the Company issued a press release (the “Press Release”) announcing the closing of the Acquisition. 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 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.

(a) Financial Statements of Businesses Acquired.

The Company will file the required financial statements, if any, under the cover of Form 8-K/A as soon as practicable but no later than 71 calendar days after the latest date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

The Company will file the required pro forma financial information, if any, under the cover of Form 8-K/A as soon as practicable but no later than 71 calendar days after the latest date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

Exhibit No. Description

99.1	Press Release, dated September 14, 2016
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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.

Gladstone Land Corporation

Date: September 19, 2016

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

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 14, 2016

Gladstone Land Acquires Two Almond Orchards in California

MCLEAN, Va., Sept. 14, 2016 (GLOBE NEWSWIRE) -- Gladstone Land Corporation (NASDAQ:LAND) ("Gladstone Land" or the "Company") announced today that it has acquired two large almond orchards in California (one in Stanislaus County and one in Merced County), consisting of 2,485 total acres (collectively, the "Property"). The Property was acquired for approximately \$23.4 million in cash and 343,750 common units of limited partnership interest in the Company's operating partnership ("OP Units"). The OP Units issued were valued at \$12.00 per unit, resulting in total consideration of approximately \$27.5 million. With this acquisition, Gladstone Land assumed two long-term, triple-net leases that include annual CPI increases and upward market rent adjustments every five years.

"We are pleased to announce this acquisition of two almond properties, each located in regions we have targeted in the past," said Bill Reiman, Gladstone Land's Western Managing Director. "The trees on both farms are approximately 9 years old, just beginning their peak production. We view these acquisitions as low-risk in that they come with long-term leases with an outstanding tenant. The lease terms provide for rent escalations that we feel confident will provide for excellent, safe returns for many more years. While this purchase increases our position in the almond industry, it also adds a strong, cash-rent lease with a very large, international tenant."

"This completes our second farmland acquisition in the past two weeks, each of which involved a significant amount of OP Units that were issued as partial consideration for the total purchase price," said David Gladstone, President and CEO of the Company. "Both these almond orchards have strong access to water, including numerous wells and reservoirs on-site. Our experienced deal team continues to find great farmland investment opportunities focused on high-value, income-producing properties that are currently generating strong crop revenues. Please eat more almonds; they are a healthy food!"

About Gladstone Land Corporation:

Gladstone Land is a real estate investment trust that invests in farmland located in major agricultural markets in the U.S., which it leases to farmers, and pays monthly distributions to its stockholders. The Company intends to report the current fair value of its farmland on a quarterly basis; as of June 30, 2016, the estimated net asset value of the Company was \$13.68 per share. Gladstone Land currently owns 56 farms, comprised of 33,798 acres in 7 different states across the U.S., valued at approximately \$377 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. Gladstone Land has paid 43 consecutive monthly cash distributions on its common stock since its initial public offering in January 2013. The current per-share distribution on its common stock is \$0.04125 per month, or \$0.495 per year. Additional information can be found at www.GladstoneLand.com and www.GladstoneFarms.com.

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

Eastern U.S. – Bill Frisbie at (703) 287-5839 or bill.f@gladstoneland.com
 Western U.S. – Bill Reiman at (805) 263-4778 or bill.r@gladstoneland.com
 Midwest U.S. – Bill Hughes at (618) 606-2887 or bill.h@gladstoneland.com

For stockholder information on Gladstone Land, call (703) 287-5893. For Investor Relations inquiries related to any of the monthly dividend-paying Gladstone funds, please visit www.Gladstone.com.

All statements contained in this press release, other than historical facts, may constitute "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. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates" and variations of the foregoing words and similar expressions are intended to identify forward-looking statements. Readers should not rely upon forward-looking statements because the matters they describe are subject to known and unknown risks and uncertainties that could cause the Company's business, financial condition, liquidity, results of operations, funds from operations or prospects to differ materially from those expressed in or implied by such statements. Such risks and uncertainties are disclosed under the caption "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed with the SEC on February 23, 2016. 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