

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): November 6, 2019

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)

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	LAND	The Nasdaq Stock Market, LLC
6.375% Series A Cumulative Term Preferred Stock, \$0.001 par value per share	LANDP	The Nasdaq Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On November 6, 2019, Gladstone Land Corporation issued a press release announcing its financial results for the third quarter ended September 30, 2019. The text of the press release is included as an exhibit to this Form 8-K. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein are deemed to be furnished and shall not be deemed to be filed.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated November 6, 2019

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.

Gladstone Land Corporation
(Registrant)

Date: November 6, 2019

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release dated November 6, 2019</u>

Gladstone Land Announces Third Quarter 2019 Results

Please note that the limited information that follows in this press release is a summary and is not adequate for making an informed investment judgment.

McLean, VA, November 6, 2019: Gladstone Land Corporation (Nasdaq: LAND) (“Gladstone Land” or the “Company”) today reported financial results for the third quarter ended September 30, 2019. A description of funds from operations (“FFO”), core FFO (“CFFO”), adjusted FFO (“AFFO”), and net asset value (“NAV”), all non-GAAP (generally accepted accounting principles in the United States) financial measures, is located at the end of this press release. All per-share references are to fully-diluted, weighted-average shares of the Company's common stock unless noted otherwise. For further detail, please refer to the Company's Quarterly Report on Form 10-Q (the “Form 10-Q”), which is available on the Investor Relations section of the Company's website at www.GladstoneFarms.com.

Third Quarter 2019 Activity:

- **Portfolio Activity:**
 - **Property Acquisition:** Acquired seven new farms, consisting of 5,700 total acres, for approximately \$153.1 million. On a weighted-average basis, these farms were acquired at an initial, minimum net capitalization rate of 6.3%. However, all leases on these farms contain certain provisions (e.g., annual rent escalations or participation rents) that are expected to drive cash rents higher in future years.
 - **Leasing Activity:** Executed a new lease agreement on one of our farms in Florida that will result in an aggregate increase in annualized fixed cash rents of approximately \$13,000, or 9.2%, over that of the prior lease.
- **Financing Activity—New Long-term Borrowing:** Secured a total of approximately \$101.8 million of new, long-term borrowings from six different lenders (including two new lenders) at an expected weighted-average effective interest rate of 3.64%. On a weighted-average basis, these rates are fixed for the next 8.3 years.
- **Equity Activity:**
 - **Series B Preferred Stock:** Issued and sold 831,579 shares of our 6.00% Series B Cumulative Redeemable Preferred Stock (the “Series B Preferred Stock”) for net proceeds of approximately \$18.7 million.
 - **OP Units:** Issued 288,303 common units of limited partnership interests in Gladstone Land Limited Partnership (“OP Units”) as partial consideration for the acquisition of a new farm, constituting an aggregate fair value of approximately \$3.3 million as of the acquisition date.
 - **Common Stock:** Through the underwriters' July exercise of a portion of the over-allotment option in connection with an overnight offering completed in June 2019 and our “at-the-market” program (the “ATM Program”), issued and sold a total of 355,305 shares of our common stock for aggregate net proceeds of approximately \$4.0 million.
- **Increased and Paid Distributions:** Increased the monthly distribution run rate on our common stock by 0.11% and paid total cash distributions of \$0.13365 per share of common stock for July, August, and September 2019.

Third Quarter 2019 Results:

Net income for the quarter was approximately \$523,000, compared to approximately \$174,000 in the prior quarter. Net loss to common stockholders and OP Unitholders during the quarter was approximately \$638,000, or \$0.03 per share, compared to approximately \$719,000, or \$0.04 per share, in the prior quarter.

AFFO for the quarter was approximately \$3.0 million, an increase of approximately \$657,000, or 28.6%, from the prior quarter, while AFFO per common share increased to approximately \$0.14 for the current quarter, compared to \$0.12 for the prior quarter. Common dividends declared were approximately \$0.13 for each quarter. The increase in AFFO was primarily driven by higher lease revenues recorded in the current quarter, partially offset by an increase in operating expenses.

Total lease revenues increased by approximately \$2.7 million, or 31.7%, primarily due to additional rents earned from recent acquisitions, including approximately \$848,000 of participation rents recorded during the current quarter. Our core operating expenses increased primarily due to higher related-party fees, which was driven by a credit granted to us by our Adviser for the full base management fee in the prior quarter. The increase in related-party fees was partially offset by a 20.3% decrease in non-recurring general and administrative expenses (primarily lower professional fees) and a 15.2% decrease in property-operating expenses (primarily driven by lower generator rental costs). In addition, interest expense on borrowings increased due to additional borrowings, and dividends declared on the Series B Preferred Stock increased due to additional issuances during and since the prior quarter.

Cash flows from operations for the current quarter increased, primarily due to additional rental payments received from recent acquisitions. Our NAV per share decreased by \$0.12 from the prior quarter to \$11.49 at September 30, 2019, primarily driven by ongoing capital improvements made on certain of our farms (which won't be reflected in the properties' fair values until the respective projects are completed), partially offset by valuation increases in certain of our farms that were re-appraised during the current quarter.

Subsequent to September 30, 2019:

- **Portfolio**

- **Activity:**

- **Property Acquisition:** Acquired six new farms, consisting of 4,948 total acres, for approximately \$51.7 million. On a weighted-average basis, these farms were acquired at an initial, minimum net capitalization rate of 7.0%. However, all leases on these farms contain certain provisions (e.g., annual rent escalations or participation rents) that are expected to drive cash rents higher in future years.

- **Leasing Activity:** Executed five new lease agreements on farms in three different states (AZ, CA, & FL) that are expected to result in an aggregate increase in annual net operating income of approximately \$590,000, or 11.6%, over that of the prior leases.

- **Financing Activity—New Long-term Borrowing:** Secured a total of approximately \$35.3 million of new, long-term borrowings from three different lenders at an expected weighted-average effective interest rate of 3.80%. On a weighted-average basis, these rates are fixed for the next 7.0 years.

- **Equity**

- **Activity:**

- **Series B Preferred Stock:** Issued and sold 244,778 shares of the Series B Preferred Stock for net proceeds of approximately \$5.5 million.

- **Common Stock:** Issued and sold 48,583 shares of our common stock for net proceeds of approximately \$574,000 under the ATM Program.

- **Increased Distributions:** Increased our distribution run rate by 0.11%, declaring monthly cash distributions of \$0.0446 per share of common stock (including OP Units held by non-controlling third parties) for each of October, November, and December 2019. This marks our 16th distribution increase over the past 58 months, during which time we've increased the distribution run rate by a total of 48.7%.

Comments from David Gladstone, President and CEO of Gladstone Land: “This was a very strong quarter for Gladstone Land and one that should result in a significant increase in the Company’s earnings. The Company has acquired approximately \$205 million of new farms since July 1, 2019. With the net yields produced by the rents to be received in the future related to these acquisitions, coupled with the low interest rates secured on the related borrowings, the Company has been able to lock in returns on these acquisitions that should be profitable to the Company for many years. The Company has also been successful in shoring up a significant amount of its upcoming lease renewals. Approximately 47% of the Company’s 2020 lease expirations have been renewed at an aggregate increase in net income of approximately \$496,000, or 14.7%, over that of the prior leases. We're continuing to negotiate our remaining lease expirations, and we don't expect any downtime on any of these farms. We also anticipate a strong year in terms of the amount of participation rents we expect to receive. We recorded

participation rents of approximately \$848,000 during the current quarter, and for the year ending December 31, 2019, we're currently expecting an amount that's greater than the approximately \$1.2 million we recorded during the year ended December 31, 2018. This year looks like a record-breaking year for our Company."

Quarterly Summary Information
(Dollars in thousands, except per-share amounts)

	For and As of the Quarters Ended		Change (\$ / #)	Change (%)
	9/30/2019	6/30/2019		
Operating Data:				
Total operating revenues	\$ 11,012	\$ 8,362	\$ 2,650	31.7 %
Total operating expenses, net of credits	(5,575)	(4,241)	(1,334)	31.5 %
Other expenses, net	(4,914)	(3,947)	(967)	24.5 %
Net income	\$ 523	\$ 174	\$ 349	200.6 %
Less: Dividends declared on Series B Preferred Stock	(1,161)	(893)	(268)	30.0 %
Net loss available to common stockholders and OP Unitholders	(638)	(719)	81	(11.3)%
Plus: Real estate and intangible depreciation and amortization	3,419	2,936	483	16.5 %
Plus (less): Losses (gains) on dispositions of real estate assets, net	134	(13)	147	N/A
FFO available to common stockholders and OP Unitholders	2,915	2,204	711	32.3 %
Plus: Acquisition- and disposition-related expenses	119	14	105	750.0 %
(Less) plus: Other nonrecurring (receipts) charges, net ⁽¹⁾	(11)	7	(18)	(257.1)%
CFFO available to common stockholders and OP Unitholders	3,023	2,225	798	35.9 %
Net adjustment for normalized cash rents ⁽²⁾	(226)	(74)	(152)	205.4 %
Plus: Amortization of debt issuance costs	161	150	11	7.3 %
AFFO available to common stockholders and OP Unitholders	\$ 2,958	\$ 2,301	\$ 657	28.6 %
Share and Per-Share Data:				
Weighted-average common stock outstanding—basic and diluted	20,763,615	18,641,738	2,121,877	11.4 %
Weighted-average common OP Units outstanding ⁽³⁾	222,494	—	222,494	N/A
Weighted-average total common shares outstanding	20,986,109	18,641,738	2,344,371	12.6 %
Diluted net loss per weighted-average total common share	\$ (0.030)	\$ (0.039)	\$ 0.009	(21.2)%
Diluted FFO per weighted-average total common share	\$ 0.139	\$ 0.118	\$ 0.021	17.5 %
Diluted CFFO per weighted-average total common share	\$ 0.144	\$ 0.119	\$ 0.025	20.6 %
Diluted AFFO per weighted-average total common share	\$ 0.141	\$ 0.123	\$ 0.018	14.3 %
Cash distributions declared per total common share	\$ 0.134	\$ 0.134	\$ 0.000	0.1 %
Balance Sheet Data:				
Net investments in real estate, at cost ⁽⁴⁾	\$ 743,409	\$ 590,271	\$ 153,138	25.9 %
Total assets	\$ 757,027	\$ 628,723	\$ 128,304	20.4 %
Total indebtedness ⁽⁵⁾	\$ 483,689	\$ 381,300	\$ 102,389	26.9 %
Total equity	\$ 253,290	\$ 231,354	\$ 21,936	9.5 %
Total common shares outstanding	21,176,378	20,532,770	643,608	3.1 %
Other Data:				
Cash flows from operations	\$ 9,646	\$ 1,824	\$ 7,822	428.8 %
Farms owned	97	90	7	7.8 %
Acres owned	81,586	75,886	5,700	7.5 %
Occupancy rate ⁽⁶⁾	100.0%	100.0%	—%	—%
Farmland portfolio value	\$ 824,506	\$ 667,506	\$ 157,000	23.5 %
NAV per common share	\$ 11.49	\$ 11.61	\$ (0.12)	(1.0)%

⁽¹⁾ Consists of net property and casualty (recoveries) losses and the cost of related repairs expense that were recorded as a result of damage caused by natural disasters on certain of our properties.

- (2) This adjustment removes the effects of straight-lining rental income, as well as the amortization related to above-market lease values and lease incentives and accretion related to below-market lease values, deferred revenue, and tenant improvements, resulting in rental income reflected on a modified accrual cash basis. The effect to AFFO is that cash rents received pertaining to a lease year are normalized over that respective lease year on a straight-line basis, resulting in cash rent being recognized ratably over the period in which the cash rent is earned.
- (3) Represents outstanding OP Units held by non-controlling third parties.
- (4) Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs associated with the properties, and adjusted for accumulated depreciation and amortization.
- (5) Consists of the principal balances outstanding of all indebtedness, including our lines of credit, notes and bonds payable, and our Series A Term Preferred Stock.
- (6) Based on gross acreage.

Conference Call for Stockholders: The Company will hold a conference call on Thursday, November 7, 2019, at 8:30 a.m. (EST) to discuss its earnings results. Please call (855) 363-1762 to enter the conference. An operator will monitor the call and set a queue for any questions. A conference call replay will be available beginning one hour after the call and will be accessible through November 14, 2019. To hear the replay, please dial (855) 859-2056, and use playback conference number 2771857. The live audio broadcast of the Company's conference call will also be available online at the Company's website, www.GladstoneFarms.com. The event will be archived and available for replay on the Company's website through January 7, 2020.

About Gladstone Land Corporation:

Founded in 1997, Gladstone Land is a publicly traded real estate investment trust that acquires and owns farmland and farm-related properties located in major agricultural markets in the U.S., which it leases to unrelated third-party farmers. The Company, which reports the aggregate fair value of its farms on a quarterly basis, currently owns 103 farms, comprised of approximately 87,000 acres in 10 different states, valued at approximately \$876 million. The farms are predominantly located in regions where its tenants are able to grow fresh produce annual row crops, such as berries and vegetables, which are generally planted and harvested annually. The Company also owns farms growing permanent crops, such as almonds, apples, figs, olives, pistachios, and other orchards, as well as groves of blueberries and vineyards, which are generally planted every 10 to 20-plus years and harvested annually. The Company may also acquire property related to farming, such as cooling facilities, processing buildings, packaging facilities, and distribution centers. The Company pays monthly distributions to its stockholders and has paid 81 consecutive monthly cash distributions on its common stock since its initial public offering in January 2013. The Company has increased its common distributions 16 times over the prior 58 months, and the current per-share distribution on its common stock is \$0.0446 per month, or \$0.5352 per year. Additional information, including detailed information about each of the Company's farms, can be found at 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;
- Midwest U.S. – Bill Hughes at (618) 606-2887 or Bill.H@GladstoneLand.com;
or
- Western U.S. – Bill Reiman at (805) 263-4778 or Bill.R@GladstoneLand.com, or Tony Marci at (831) 225-0883 or Tony.M@GladstoneLand.com.

Lenders who are interested in providing us with long-term financing on farmland should contact Jay Beckhorn at (703) 587-5823 or Jay.Beckhorn@GladstoneCompanies.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.GladstoneCompanies.com.

Non-GAAP Financial Measures:

FFO: The National Association of Real Estate Investment Trusts ("NAREIT") developed FFO as a relative non-GAAP supplemental measure of operating performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO, as defined by NAREIT, is net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property and impairment losses on property, plus depreciation and amortization of real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. The Company believes that FFO per share provides investors with

an additional context for evaluating its financial performance and as a supplemental measure to compare it to other REITs; however, comparisons of its FFO to the FFO of other REITs may not necessarily be meaningful due to potential differences in the application of the NAREIT definition used by such other REITs.

CFFO: CFFO is FFO, adjusted for items that are not indicative of the results provided by the Company's operating portfolio and affect the comparability of the Company's period-over-period performance. These items include certain non-recurring items, such as acquisition- and disposition-related expenses, the net incremental impact of operations conducted through our taxable REIT subsidiary, income tax provisions, and property and casualty losses or recoveries. Although the Company's calculation of CFFO differs from NAREIT's definition of FFO and may not be comparable to that of other REITs, the Company believes it is a meaningful supplemental measure of its sustainable operating performance. Accordingly, CFFO should be considered a supplement to net income computed in accordance with GAAP as a measure of our performance. For a full explanation of the adjustments made to arrive at CFFO, please read the Company's Form 10-Q, filed today with the SEC.

AFFO: AFFO is CFFO, adjusted for certain non-cash items, such as the straight-lining of rents and amortizations into rental income (resulting in cash rent being recognized ratably over the period in which the cash rent is earned). Although the Company's calculation of AFFO differs from NAREIT's definition of FFO and may not be comparable to that of other REITs, the Company believes it is a meaningful supplemental measure of its sustainable operating performance on a cash basis. Accordingly, AFFO should be considered a supplement to net income computed in accordance with GAAP as a measure of our performance. For a full explanation of the adjustments made to arrive at AFFO, please read the Company's Form 10-Q, filed today with the SEC.

A reconciliation of FFO (as defined by NAREIT), CFFO, and AFFO (each as defined above) to net income (loss), which the Company believes is the most directly-comparable GAAP measure for each, and a computation of fully-diluted net income (loss), FFO, CFFO, and AFFO per weighted-average share is set forth in the Quarterly Summary Information table above. The Company's presentation of FFO, CFFO, or AFFO, does not represent cash flows from operating activities determined in accordance with GAAP and should not be considered an alternative to net income as an indication of its performance or to cash flow from operations as a measure of liquidity or ability to make distributions.

NAV: Pursuant to a valuation policy approved by our board of directors, our valuation team, with oversight from the chief valuation officer, provides recommendations of value for our properties to our board of directors, who then review and approve the fair values of our properties. Per our valuation policy, our valuations are derived based on either the purchase price of the property; values as determined by independent, third-party appraisers; or through an internal valuation process, which process is, in turn, based on values as determined by independent, third-party appraisers. In any case, we intend to have each property valued by an independent, third-party appraiser at least once every three years, or more frequently in some instances. Various methodologies are used, both by the appraisers and in our internal valuations, to determine the fair value of our real estate, including the sales comparison, income capitalization (or a discounted cash flow analysis), and cost approaches of valuation. NAV is a non-GAAP, supplemental measure of financial position of an equity REIT and is calculated as total equity available to common stockholders and OP Unitholders, adjusted for the increase or decrease in fair value of our real estate assets and encumbrances relative to their respective costs bases. Further, we calculate NAV per share by dividing NAV by our total shares outstanding (inclusive of both our common stock and OP Units held by non-controlling third parties). A reconciliation of NAV to total equity, to which the Company believes is the most directly-comparable GAAP measure, is provided below (dollars in thousands, except per-share amount):

Total equity per balance sheet	\$ 253,290
<i>Fair value adjustment for long-term assets:</i>	
Less: net cost basis of tangible and intangible real estate holdings ⁽¹⁾	\$ (743,409)
Plus: estimated fair value of real estate holdings ⁽²⁾	824,506
Net fair value adjustment for real estate holdings	81,097
<i>Fair value adjustment for long-term liabilities:</i>	
Plus: book value of aggregate long-term indebtedness ⁽³⁾	479,589
Less: fair value of aggregate long-term indebtedness ⁽³⁾⁽⁴⁾	(484,100)
Net fair value adjustment for long-term indebtedness	(4,511)
Estimated NAV	329,876
Less: fair value of Series B Preferred Stock ⁽⁵⁾	(86,638)
Estimated NAV available to common stockholders and OP Unitholders	\$ 243,238
Total common shares and OP Units outstanding ⁽⁶⁾	21,176,378
Estimated NAV per common share and OP Unit	\$ 11.49

(1) Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs associated with the properties, and adjusted for accumulated depreciation and amortization.

(2) As determined by the Company's valuation policy and approved by its board of directors.

(3) Includes the principal balances outstanding of all long-term borrowings (consisting of notes and bonds payable) and the Series A Term Preferred Stock.

(4) Long-term notes and bonds payable were valued using a discounted cash flow model. The Series A Term Preferred Stock was valued based on its closing stock price as of September 30, 2019.

(5) Valued at the security's liquidation value.

(6) Includes 20,888,075 shares of common stock and 288,303 OP Units held by non-controlling limited partners.

Comparison of our estimated NAV and estimated NAV per share to similarly-titled measures for other REITs may not necessarily be meaningful due to possible differences in the calculation or application of the definition of NAV used by such REITs. In addition, the trading price of our common shares may differ significantly from our most recent estimated NAV per share calculation. The Company's independent auditors have neither audited nor reviewed our calculation of NAV or NAV per share. For a full explanation of our valuation policy, please read the Company's Form 10-Q, filed today with the SEC.

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS:

Certain statements in this press release, including, but not limited to, the Company's ability to maintain or grow its portfolio and FFO, expected increases in capitalization rates, benefits from increases in farmland values, increases in operating revenues, and the increase in net asset value per share, 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" within the Company's Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 26, 2019, and certain other documents filed with the SEC from time to time. 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.

Gladstone Land Corporation, +1-703-287-5893