

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
July 06, 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): July 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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On July 6, 2011, National Retail Properties, Inc. (the Company) entered into the Tenth Supplemental Indenture to the Indenture dated as of March 25, 1998, as amended, between the Company and U.S. Bank National Association, as trustee, relating to its 5.500% Notes due 2021 (the Notes) that were issued pursuant to an underwriting agreement, dated June 28, 2011, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, for the sale of up to \$300,000,000 aggregate principal amount of the Notes.

The Notes are senior unsecured obligations of the Company, will mature on July 15, 2021 and will rank equally with all of the Company's other existing and future senior unsecured indebtedness. The Notes will bear interest at 5.500% per annum. Interest on the Notes is payable semi-annually on January 15 and July 15 of each year, beginning on January 15, 2012.

**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.

- 4.1 Form of the Tenth Supplemental Indenture between National Retail Properties, Inc. and U.S. Bank National Association
- 4.2 Form of 5.500% Note due 2021
- 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP as to the legality of the securities being issued by the registrant
- 8.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding certain material tax issues relating to the registrant
- 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: July 6, 2011