

COMMERCIAL NET LEASE REALTY INC

Form 8-K

July 25, 2003

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

July 25, 2003

*Date of Report (Date of earliest event reported):*

**COMMERCIAL NET LEASE REALTY, INC.**  
*(Exact Name of Registrant as specified in its Charter)*

Maryland  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

0-12989  
*(Commission File Number)*

56-1431377  
*(IRS Employer Identification Number)*

450 South Orange Avenue  
Suite 900  
Orlando, Florida 32801  
*(Address of principal executive offices, including zip code)*

(407) 650-1000  
*(Registrant's telephone number, including area code)*

---

**Item 1. Changes in Control of Registrant.**

Not Applicable.

**Item 2. Acquisition or Disposition of Assets.**

Not Applicable.

**Item 3. Bankruptcy or Receivership.**

Not Applicable.

**Item 4. Changes in Registrant's Certifying Accountant.**

Not Applicable.

**Item 5. Other Events**

Concurrently with the filing of this Current Report on Form 8-K, the Registrant filed a Prospectus Supplement to the Registration Statement on Form S-3, File No. 333-105635 (the "Registration Statement"), with respect to the offering by the Registrant of 5,600,000 shares of the Registrant's Common Stock, par value \$.01 per share. The Registration Statement was declared effective by the Securities and Exchange Commission on June 5, 2003.

**Item 6. Resignation of Registrant's Directors.**

Not Applicable.

**Item 7. Financial Statements and Exhibits.**

(a)-(b) Not Applicable.

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1	Form of Underwriting Agreement, which is being filed pursuant to Regulation S-K, Item 601(b)(1) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act of 1933, as amended (the "Securities Act"), and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement. (Filed herewith).
4.1	First Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-64511)).
5	Opinion of Shaw Pittman LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(5) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith).

- 8 Opinion of Shaw Pittman LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(8) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith).
- 10.1 Real Estate Purchase Contract, dated as of July 23, 2003, by and between MCI Worldcom Network Services, Inc. and the Company, which is being filed pursuant to Regulation S-K, Item 601(b)(10) (Filed herewith).
- 10.2 U.S. Government Lease for Real Property, dated December 17, 2002, between MCI Worldcom Network Services, Inc. and the United States of America, which is being filed pursuant to Regulation S-K, Item 601(b)(10) (Filed herewith).
- 23.1 Consents of Shaw Pittman LLP, which are being filed pursuant to Regulation S-K, Item 601(b)(23) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (contained in the opinions filed as Exhibits 5 and 8 hereto).
- 23.2 Consent of KPMG LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(23) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith).

**Item 8. Change in Fiscal Year.**

Not Applicable.

**Item 9. Regulation FD Disclosure.**

Not Applicable.

**Item 10. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

Not Applicable.

**Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

Not Applicable.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMERCIAL NET LEASE REALTY, INC.

Date: July 25, 2003

By: /s/ Kevin B. Habicht  
Kevin B. Habicht  
Chief Financial Officer

---

**EXHIBITS**

Exhibit No.	Description
1	Form of Underwriting Agreement, which is being filed pursuant to Regulation S-K, Item 601(b)(1) in lieu of filing the otherwise required exhibit to the Registration Statement, under the Securities Act of 1933, as amended (the Securities Act), and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement. (Filed herewith).
4.1	First Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-64511)).
5	Opinion of Shaw Pittman LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(5) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith).
8	Opinion of Shaw Pittman LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(8) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith).
10.1	Real Estate Purchase Contract, dated as of July 23, 2003, by and between MCI Worldcom Network Services, Inc. and the Company, which is being filed pursuant to Regulation S-K, Item 601(b)(10) (Filed herewith).
10.2	U.S. Government Lease for Real Property, dated December 17, 2002, between MCI Worldcom Network Services, Inc. and the United States of America, which is being filed pursuant to Regulation S-K, Item 601(b)(10) (Filed herewith).
23.1	Consents of Shaw Pittman LLP, which are being filed pursuant to Regulation S-K, Item 601(b)(23) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (contained in the opinions filed as Exhibits 5 and 8 hereto).
23.2	Consent of KPMG LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(23) in lieu of filing the otherwise required exhibit to the Registration Statement under the Securities Act, and which, since this Form 8-K filing is incorporated by reference in such Registration Statement, is set forth in full in such Registration Statement (Filed herewith).