

STAG Industrial, Inc.  
Form 8-K  
September 15, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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 15, 2014**

**STAG INDUSTRIAL, INC.**

(Exact name of registrant as specified in its charter)

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

**1-34907**  
(Commission  
File Number)

**27-3099608**  
(IRS Employer  
Identification No.)

**One Federal Street, 23rd Floor**

**Boston, Massachusetts 02110**

(Address of principal executive offices, zip code)

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Registrant's telephone number, including area code: (617) 574-4777

**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:

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 8.01. Other Events.**

On September 15, 2014, STAG Industrial, Inc., a Maryland corporation (the Company), filed with the Securities and Exchange Commission a prospectus supplement dated September 15, 2014 (the Prospectus Supplement) to its prospectus dated May 8, 2013, which was included in its automatic shelf registration statement on Form S-3 (No. 333-188465) (the Registration Statement). The Prospectus Supplement relates to the resale by selling stockholders of up to 555,758 shares of the Company's common stock that may be issued from time to time if, and to the extent that, such selling stockholders, which hold an equal number of common units of limited partnership (common units) in STAG Industrial Operating Partnership, L.P., the Company's operating partnership, tender such common units for redemption, and the Company elects, in its sole and absolute discretion, to exchange some or all of the common units tendered for redemption for common stock.

The Company is filing the opinion of its counsel, Hunton & Williams LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Hunton & Williams LLP regarding the legality of the shares offered
23.1	Consent of Hunton & Williams LLP (included in Exhibit 5.1)

**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.

**STAG INDUSTRIAL, INC.**

**By:**

**/s/ Kathryn Arnone**

**Kathryn Arnone**

*Executive Vice President, General Counsel and  
Secretary*

Dated: September 15, 2014

**EXHIBIT INDEX**

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