

NATIONAL RETAIL PROPERTIES, INC.

Form 8-K

March 23, 2007

**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): March 22, 2007  
NATIONAL RETAIL PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

**001-11290**

**56-1431377**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**450 South Orange Avenue  
Suite 900  
Orlando, Florida**

**32801**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(407) 265-7348**  
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 8.01. Other Events.**

On March 22, 2007, the registrant entered into an Underwriting Agreement with Citigroup Global Markets Inc., as representative of the underwriters named therein, for the public offering of 5,000,000 shares of the registrant's common stock, par value \$.01 per share. The offering is expected to close on March 27, 2007. The registrant also granted the underwriters an option to purchase up to 750,000 additional shares of common stock to cover over-allotments.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The exhibits listed in the following index relates to the Registration Statement on Form S-3 (No. 333-132095) of the registrant and are filed herewith for incorporation by reference into such Registration Statement.

- 1.1 Underwriting Agreement, dated March 22, 2007, by and between the registrant and Citigroup Global Markets Inc., as the representative of the several underwriters named therein.
  - 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).
-

**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.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Christopher P. Tessitore  
Name: Christopher P. Tessitore  
Title: Executive Vice President,  
General Counsel and Secretary

Dated: March 23, 2007

---

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement, dated March 22, 2007, by and between the registrant and Citigroup Global Markets Inc., as representative of the several underwriters named therein.
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).