

NATIONAL RETAIL PROPERTIES, INC.

Form 8-A12B

February 22, 2012

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**NATIONAL RETAIL PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation

or organization)

**56-1431377**  
(IRS Employer

Identification No.)

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450 South Orange Avenue

Suite 900

Orlando, Florida  
(Address of principal executive offices)

32801  
(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares, each representing a 1/100<sup>th</sup> interest in a share of 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-157583 (if applicable).

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

N/A

(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Depositary Shares, each representing a 1/100<sup>th</sup> interest in a share of 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share (liquidation preference equivalent to \$25.00 per depositary share), of National Retail Properties, Inc. (the

Registrant) to be registered hereby is included under the sections titled "Description of Preferred Stock" and "Description of Depositary Shares" in the prospectus dated February 27, 2009 included in the Registrant's Registration Statement on Form S-3 (No. 333-157583) (the "Base Prospectus") and in the section titled "Description of Series D Preferred Stock and Depositary Shares" in the prospectus supplement thereto dated February 15, 2012 that was filed by Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Prospectus Supplement" and, together with the Base Prospectus, the "Prospectus"), which Prospectus shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are being incorporated by reference into this Form 8-A Registration Statement filed with the Securities and Exchange Commission:

- 3.1 First Amended and Restated Articles of Incorporation of the Registrant, as amended (filed as Exhibit 3.1 to the Current Report on Form 8-K dated May 1, 2006 and incorporated herein by reference).
- 3.2 Form of Articles Supplementary Establishing and Fixing the Rights and Preferences of 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share.
- 3.3 Third Amended and Restated Bylaws of the Registrant, as amended (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K dated and filed with the Securities and Exchange Commission on May 1, 2006, and incorporated herein by reference; second amendment filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 14, 2007, and incorporated herein by reference).
- 4.1 Form of Deposit Agreement, among the Registrant, American Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts.
- 4.2 Specimen receipt representing the Depositary Shares, each representing a 1/100<sup>th</sup> interest in a share of 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$.01 per share, of the Registrant (included as part of Exhibit 4.1 above).
- 4.3 Specimen certificate representing the 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant.
- 4.4 Specimen certificate representing the Common Stock, par value \$0.01 per share, of the Registrant (filed as Exhibit 3.4 to the Registrant's Registration Statement No. 1-11290 on Form 8-B and incorporated herein by reference).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto 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: February 22, 2012

EXHIBIT INDEX

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