
Section 1: 8-K (FORM 8-K)

**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): December 5, 2016

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.)

450 South Orange Avenue
Suite 900
Orlando, Florida
(Address of principal executive offices)

32801
(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))
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Item 8.01. Other Events

The exhibit listed in the following index relates to the Registration Statement on Form S-3 (No. 333-202237) of the registrant and is filed herewith for incorporation by reference into such Registration Statement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

12.1 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends

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: December 5, 2016

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Section 2: EX-12.1 (EX-12.1)

Exhibit 12.1

NATIONAL RETAIL PROPERTIES, INC. AND SUBSIDIARIES

COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS
 (dollars in thousands)

	Nine Months Ended September 30,					
	2016	2015	2014	2013	2012	2011
Pretax income from continuing operations before income from equity investees	\$ 173,437	\$ 208,386	\$ 191,289	\$ 155,631	\$ 117,333	\$ 91,389
Add:						
Fixed charges (excluding capitalized interest)	71,784	89,973	85,514	85,912	83,937	80,357
Distributed income from equity investees	—	—	—	—	8,239	593
Pretax earnings from operations, as adjusted	<u>\$ 245,221</u>	<u>\$ 298,359</u>	<u>\$ 276,803</u>	<u>\$ 241,543</u>	<u>\$ 209,509</u>	<u>\$ 172,339</u>
Fixed Charges:						
Interest on indebtedness	\$ 66,502	\$ 84,080	\$ 80,370	\$ 79,175	\$ 76,153	\$ 70,022
Capitalized interest	1,243	2,383	1,628	1,369	1,540	1,213
Amortization of net discount relating to indebtedness	903	1,100	1,238	3,188	4,975	6,191
Amortization of interest rate hedges	2,122	1,902	1,129	438	231	9
Amortization of deferred charges	2,257	2,891	2,777	3,111	2,578	4,135
Fixed charges	<u>\$ 73,027</u>	<u>\$ 92,356</u>	<u>\$ 87,142</u>	<u>\$ 87,281</u>	<u>\$ 85,477</u>	<u>\$ 81,570</u>
Ratio of net earnings to fixed charges	<u>3.36</u>	<u>3.23</u>	<u>3.18</u>	<u>2.77</u>	<u>2.45</u>	<u>2.11</u>
Fixed charges	\$ 73,027	\$ 92,356	\$ 87,142	\$ 87,281	\$ 85,477	\$ 81,570
Preferred stock dividends	26,576	35,434	35,434	27,923	17,428	6,785
Combined fixed charges and preferred stock dividends	<u>\$ 99,603</u>	<u>\$ 127,790</u>	<u>\$ 122,576</u>	<u>\$ 115,204</u>	<u>\$ 102,905</u>	<u>\$ 88,355</u>
Ratio of earnings to combined fixed charges and preferred stock dividends	<u>2.46</u>	<u>2.33</u>	<u>2.26</u>	<u>2.10</u>	<u>2.04</u>	<u>1.95</u>

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