

## Section 1: 10-Q (FORM 10-Q)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

### FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended September 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-11290

## NATIONAL RETAIL PROPERTIES, INC.

*(Exact name of registrant as specified in its charter)*

Maryland  
*(State or other jurisdiction of  
incorporation or organization)*

56-1431377  
*(I.R.S. Employer Identification No.)*

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

Registrant's telephone number, including area code: (407) 265-7348

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

152,053,313 shares of common stock, \$0.01 par value, outstanding as of October 30, 2017.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

NATIONAL RETAIL PROPERTIES, INC.  
and SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(dollars in thousands, except per share data)

<u>ASSETS</u>	September 30, 2017 (unaudited)	December 31, 2016
Real estate portfolio:		
Accounted for using the operating method, net of accumulated depreciation and amortization	\$ 6,241,667	\$ 5,881,496
Accounted for using the direct financing method	9,873	11,230
Real estate held for sale	2,423	23,634
Cash and cash equivalents	254,263	294,540
Receivables, net of allowance of \$1,961 and \$1,006, respectively	3,495	3,418
Accrued rental income, net of allowance of \$2,224 and \$3,078, respectively	25,886	25,101
Debt costs, net of accumulated amortization of \$12,315 and \$11,268, respectively	1,775	2,715
Other assets	86,838	92,017
Total assets	<u>\$ 6,626,220</u>	<u>\$ 6,334,151</u>
<u>LIABILITIES AND EQUITY</u>		
Liabilities:		
Mortgages payable, including unamortized premium and net of unamortized debt costs	\$ 13,447	\$ 13,878
Notes payable, net of unamortized discount and unamortized debt costs	2,695,414	2,297,811
Accrued interest payable	37,055	19,665
Other liabilities	114,541	85,869
Total liabilities	<u>2,860,457</u>	<u>2,417,223</u>
Equity:		
Stockholders' equity:		
Preferred stock, \$0.01 par value. Authorized 15,000,000 shares		
6.625% Series D, 115,000 shares issued and outstanding at December 31, 2016, at stated liquidation value of \$2,500 per share	—	287,500
5.700% Series E, 115,000 shares issued and outstanding, at stated liquidation value of \$2,500 per share	287,500	287,500
5.200% Series F, 138,000 shares issued and outstanding, at stated liquidation value of \$2,500 per share	345,000	345,000
Common stock, \$0.01 par value. Authorized 375,000,000 shares; 151,627,386 and 147,149,945 shares issued and outstanding, respectively	1,518	1,473
Capital in excess of par value	3,516,360	3,322,771
Accumulated deficit	(370,758)	(319,254)
Accumulated other comprehensive income (loss)	(14,367)	(8,191)
Total stockholders' equity of NNN	<u>3,765,253</u>	<u>3,916,799</u>
Noncontrolling interests	510	129
Total equity	<u>3,765,763</u>	<u>3,916,928</u>
Total liabilities and equity	<u>\$ 6,626,220</u>	<u>\$ 6,334,151</u>

See accompanying notes to condensed consolidated financial statements.

NATIONAL RETAIL PROPERTIES, INC.  
and SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME  
(dollars in thousands, except per share data)  
(Unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Revenues:</b>				
Rental income from operating leases	\$ 143,376	\$ 129,944	\$ 421,167	\$ 378,007
Earned income from direct financing leases	241	338	743	1,041
Percentage rent	239	321	985	959
Real estate expense reimbursement from tenants	3,614	3,413	11,174	10,251
Interest and other income from real estate transactions	151	141	368	905
Interest income on commercial mortgage residual interests	84	384	249	1,285
	<u>147,705</u>	<u>134,541</u>	<u>434,686</u>	<u>392,448</u>
<b>Operating expenses:</b>				
General and administrative	7,354	9,116	25,093	27,100
Real estate	5,553	4,942	16,640	14,297
Depreciation and amortization	48,409	38,970	129,878	110,114
Impairment – commercial mortgage residual interests valuation	—	5,978	—	6,830
Impairment losses – real estate and other charges, net of recoveries	80	4,917	1,247	10,949
Retirement severance costs	225	—	7,653	—
	<u>61,621</u>	<u>63,923</u>	<u>180,511</u>	<u>169,290</u>
Earnings from operations	<u>86,084</u>	<u>70,618</u>	<u>254,175</u>	<u>223,158</u>
<b>Other expenses (revenues):</b>				
Interest and other income	(64)	(17)	(239)	(108)
Interest expense	28,204	24,257	82,092	71,923
Real estate acquisition costs	—	111	—	520
	<u>28,140</u>	<u>24,351</u>	<u>81,853</u>	<u>72,335</u>
Earnings before gain on disposition of real estate	57,944	46,267	172,322	150,823
Gain on disposition of real estate	3,185	4,505	20,864	22,558
Earnings including noncontrolling interests	61,129	50,772	193,186	173,381
Loss (earnings) attributable to noncontrolling interests	(9)	12	(381)	28
Net earnings attributable to NNN	<u>\$ 61,120</u>	<u>\$ 50,784</u>	<u>\$ 192,805</u>	<u>\$ 173,409</u>

See accompanying notes to condensed consolidated financial statements.

NATIONAL RETAIL PROPERTIES, INC.  
and SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME - CONTINUED  
(dollars in thousands, except per share data)  
(Unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net earnings attributable to NNN	\$ 61,120	\$ 50,784	\$ 192,805	\$ 173,409
Series D preferred stock dividends	—	(4,762)	(3,598)	(14,285)
Series E preferred stock dividends	(4,097)	(4,097)	(12,291)	(12,291)
Series F preferred stock dividends	(4,485)	—	(13,455)	—
Excess of redemption value over carrying value of Series D preferred shares redeemed	—	—	(9,855)	—
Net earnings attributable to common stockholders	<u>\$ 52,538</u>	<u>\$ 41,925</u>	<u>\$ 153,606</u>	<u>\$ 146,833</u>
Net earnings per share of common stock:				
Basic	<u>\$ 0.35</u>	<u>\$ 0.29</u>	<u>\$ 1.03</u>	<u>\$ 1.02</u>
Diluted	<u>\$ 0.35</u>	<u>\$ 0.28</u>	<u>\$ 1.03</u>	<u>\$ 1.02</u>
Weighted average number of common shares outstanding:				
Basic	<u>149,341,025</u>	<u>146,111,041</u>	<u>148,223,234</u>	<u>143,474,664</u>
Diluted	<u>149,667,609</u>	<u>146,681,592</u>	<u>148,526,361</u>	<u>144,036,165</u>
Other comprehensive income:				
Net earnings attributable to NNN	\$ 61,120	\$ 50,784	\$ 192,805	\$ 173,409
Amortization of interest rate hedges	491	720	1,394	2,122
Fair value forward starting swaps	(5,994)	701	(7,688)	1,013
Net gain – commercial mortgage residual interests	—	(4,561)	—	(4,454)
Net gain – available-for-sale securities	125	47	118	600
Comprehensive income attributable to NNN	<u>\$ 55,742</u>	<u>\$ 47,691</u>	<u>\$ 186,629</u>	<u>\$ 172,690</u>

See accompanying notes to condensed consolidated financial statements.

NATIONAL RETAIL PROPERTIES, INC.  
and SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(dollars in thousands)  
(Unaudited)

	Nine Months Ended September 30,	
	2017	2016
<b>Cash flows from operating activities:</b>		
Earnings including noncontrolling interests	\$ 193,186	\$ 173,381
<b>Adjustments to reconcile earnings including noncontrolling interests to net cash provided by operating activities:</b>		
Depreciation and amortization	129,878	110,114
Impairment losses – real estate and other charges, net of recoveries	1,245	10,949
Impairment – commercial mortgage residual interests valuation	—	6,830
Amortization of notes payable discount	1,330	1,030
Amortization of debt costs	2,611	2,276
Amortization of mortgages payable premium	(65)	(126)
Amortization of deferred interest rate hedges	1,394	2,122
Settlement of forward starting swaps	(7,688)	—
Gain on disposition of real estate	(20,864)	(22,558)
Performance incentive plan expense	12,100	8,714
Performance incentive plan payment	(862)	(581)
<b>Change in operating assets and liabilities, net of assets acquired and liabilities assumed in business combinations:</b>		
Decrease in real estate leased to others using the direct financing method	661	1,054
Decrease (increase) in receivables	(77)	871
Decrease (increase) in accrued rental income	(1,199)	21
Increase in other assets	(353)	(227)
Increase in accrued interest payable	17,390	12,679
Increase in other liabilities	1,659	8,315
Other	(131)	(658)
Net cash provided by operating activities	<u>330,215</u>	<u>314,206</u>
<b>Cash flows from investing activities:</b>		
Proceeds from the disposition of real estate	56,279	83,722
<b>Additions to real estate:</b>		
Accounted for using the operating method	(471,396)	(637,603)
Principal payments on mortgages and notes receivable	500	468
Other	(558)	(2,010)
Net cash used in investing activities	<u>(415,175)</u>	<u>(555,423)</u>

See accompanying notes to condensed consolidated financial statements.

NATIONAL RETAIL PROPERTIES, INC.  
and SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED  
(dollars in thousands)  
(Unaudited)

	Nine Months Ended September 30,	
	2017	2016
Cash flows from financing activities:		
Proceeds from line of credit payable	\$ 956,700	\$ 1,090,200
Repayment of line of credit payable	(956,700)	(906,000)
Repayment of mortgages payable	(379)	(7,125)
Proceeds from notes payable	398,372	—
Payment of debt costs	(3,237)	(159)
Proceeds from issuance of common stock	174,499	277,076
Stock issuance costs	(2,618)	(4,266)
Redemption of Series D preferred stock	(287,500)	—
Payment of Series D preferred stock dividends	(3,598)	(14,285)
Payment of Series E preferred stock dividends	(12,291)	(12,291)
Payment of Series F preferred stock dividends	(13,455)	—
Payment of common stock dividends	(205,110)	(190,277)
Net cash provided by financing activities	44,683	232,873
Net decrease in cash, cash equivalents and restricted cash	(40,277)	(8,344)
Cash, cash equivalents and restricted cash at beginning of period <sup>(1)</sup>	294,540	14,260
Cash, cash equivalents and restricted cash at end of period <sup>(1)</sup>	\$ 254,263	\$ 5,916
Supplemental disclosure of cash flow information:		
Interest paid, net of amount capitalized	\$ 61,126	\$ 55,185
Taxes received	\$ (3)	\$ (49)
Supplemental disclosure of noncash investing and financing activities:		
Change in other comprehensive income	\$ 6,176	\$ 719
Change in lease classification (direct financing lease to operating lease)	\$ 696	\$ —

<sup>(1)</sup> Cash, cash equivalents and restricted cash at the end of the period is the aggregate of Cash and cash equivalents and Restricted cash and cash held in escrow from the Consolidated Balance Sheets. NNN had no restricted cash and cash held in escrow at September 30, 2017 and 2016.

See accompanying notes to condensed consolidated financial statements.

NATIONAL RETAIL PROPERTIES, INC.  
and SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
September 30, 2017  
(Unaudited)

**Note 1 – Organization and Summary of Significant Accounting Policies:**

**Organization and Nature of Business** – National Retail Properties, Inc., a Maryland corporation, is a fully integrated real estate investment trust (“REIT”) formed in 1984. The terms “NNN” or the “Company” refer to National Retail Properties, Inc. and all of its consolidated subsidiaries.

NNN’s assets primarily include real estate assets. NNN acquires, owns, invests in and develops properties that are leased primarily to retail tenants under long-term net leases and primarily held for investment (“Properties”, “Property Portfolio”, or individually a “Property”).

	September 30, 2017
<b>Property Portfolio:</b>	
Total properties	2,687
Gross leasable area (square feet)	28,250,000
States	48
Weighted average remaining lease term (years)	11.4

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and note disclosures required by U.S. generally accepted accounting principles (“GAAP”). The unaudited condensed consolidated financial statements reflect all adjustments (including normal recurring accruals) which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. Operating results for the quarter and nine months ended September 30, 2017, may not be indicative of the results that may be expected for the year ending December 31, 2017. Amounts as of December 31, 2016, included in the condensed consolidated financial statements have been derived from the audited consolidated financial statements as of that date. The unaudited condensed consolidated financial statements, included herein, should be read in conjunction with the consolidated financial statements and notes thereto as well as Management’s Discussion and Analysis of Financial Condition and Results of Operations in NNN’s Form 10-K for the year ended December 31, 2016.

**Principles of Consolidation** – NNN’s condensed consolidated financial statements include the accounts of each of the respective majority owned and controlled affiliates, including transactions whereby NNN has been determined to be the primary beneficiary in accordance with the Financial Accounting Standards Board (“FASB”) guidance included in *Consolidation*. All significant intercompany account balances and transactions have been eliminated.

**Real Estate Portfolio** – NNN records the acquisition of real estate at cost, including acquisition and closing costs. The cost of properties developed by NNN includes direct and indirect costs of construction, property taxes, interest and other miscellaneous costs incurred during the development period until the project is substantially complete and available for occupancy. NNN recorded \$1,694,000 and \$1,243,000 in capitalized interest during the development period for the nine months ended September 30, 2017 and 2016, respectively, of which \$581,000 and \$416,000 was recorded during the quarters ended September 30, 2017 and 2016, respectively.

**Purchase Accounting for Acquisition of Real Estate Subject to a Lease** – In accordance with the FASB guidance on business combinations, the fair value of the real estate acquired with in-place leases is allocated to the acquired tangible assets, consisting of land, building and tenant improvements, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases and the value of in-place leases, as applicable, based on their respective fair values. Acquisition costs incurred in connection with a business combination are expensed when incurred.

The fair value of the tangible assets of an acquired leased property is determined by valuing the property as if it were vacant, and the “as-if-vacant” value is then allocated to land, building and tenant improvements based on the determination of their fair values.

In allocating the fair value of the identified intangible assets and liabilities of an acquired property, above-market and below-market in-place lease values are recorded as other assets or liabilities based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases, and (ii) management’s estimate of fair market lease rates for the corresponding in-place leases, measured



over a period equal to the remaining term of the lease and the applicable option terms if it is probable that the tenant will exercise options. The capitalized above-market lease values are amortized as a reduction of rental income over the remaining terms of the respective leases. The capitalized below-market lease values are amortized as an increase to rental income over the initial term unless the Company believes that it is likely that the tenant will renew the lease for an option term whereby the Company amortizes the value attributable to the renewal over the renewal period.

The aggregate value of other acquired intangible assets, consisting of in-place leases, is measured by the excess of (i) the purchase price paid for a property after adjusting existing in-place leases to market rental rates over (ii) the estimated fair value of the property as-if-vacant, determined as set forth above. The value of in-place leases exclusive of the value of above-market and below-market in-place leases is amortized to expense over the remaining non-cancelable periods of the respective leases. If a lease were to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be written off in that period. The value of tenant relationships is reviewed on individual transactions to determine if future value was derived from the acquisition.

Intangible assets and liabilities consisted of the following as of (dollars in thousands):

	September 30, 2017	December 31, 2016
Intangible lease assets (included in Other assets):		
Value of above-market in-place leases, net	\$ 7,584	\$ 9,591
Value of in-place leases, net	46,805	55,290
Intangible lease liabilities (included in Other liabilities):		
Value of below-market in-place leases, net	19,673	22,100

Debt Costs – Line of Credit Payable – Debt costs incurred in connection with NNN’s \$650,000,000 line of credit have been deferred and are being amortized to interest expense over the term of the loan commitment using the straight-line method, which approximates the effective interest method. NNN has recorded debt costs associated with the line of credit as an asset, in Debt costs on the Condensed Consolidated Balance Sheets.

Debt Costs – Mortgages Payable – Debt costs incurred in connection with NNN’s mortgages payable have been deferred and are being amortized over the term of the respective loan commitment using the straight-line method, which approximates the effective interest method. These costs of \$147,000 at September 30, 2017 and December 31, 2016, are included in Mortgages payable on the Condensed Consolidated Balance Sheets net of accumulated amortization of \$51,000 and \$38,000, respectively.

Debt Costs – Notes Payable – Debt costs incurred in connection with the issuance of NNN’s notes payable have been deferred and are being amortized to interest expense over the term of the respective debt obligation using the effective interest method. These costs of \$24,807,000 and \$21,157,000 at September 30, 2017 and December 31, 2016, respectively, are included in Notes payable on the Condensed Consolidated Balance Sheets net of accumulated amortization of \$7,928,000 and \$6,376,000, respectively.

Earnings Per Share – Earnings per share have been computed pursuant to the FASB guidance included in *Earnings Per Share*. The guidance requires classification of the Company’s unvested restricted share units, which carry rights to receive nonforfeitable dividends, as participating securities requiring the two-class method of computing earnings per share. Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings to common stockholders and undistributed earnings allocated to common stockholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the weighted average shares outstanding during the period.

The following table is a reconciliation of the numerator and denominator used in the computation of basic and diluted earnings per common share using the two-class method (dollars in thousands):

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Basic and Diluted Earnings:</b>				
Net earnings attributable to NNN	\$ 61,120	\$ 50,784	\$ 192,805	\$ 173,409
Less: Series D preferred stock dividends	—	(4,762)	(3,598)	(14,285)
Less: Series E preferred stock dividends	(4,097)	(4,097)	(12,291)	(12,291)
Less: Series F preferred stock dividends	(4,485)	—	(13,455)	—
Less: Excess of redemption value over carrying value of Series D preferred shares redeemed	—	—	(9,855)	—
Net earnings available to NNN's common stockholders	52,538	41,925	153,606	146,833
Less: Earnings allocated to unvested restricted shares	(132)	(184)	(399)	(510)
Net earnings used in basic and diluted earnings per share	\$ 52,406	\$ 41,741	\$ 153,207	\$ 146,323
<b>Basic and Diluted Weighted Average Shares Outstanding:</b>				
Weighted average number of shares outstanding	150,076,348	146,982,759	148,934,825	144,301,606
Less: Unvested restricted stock	(277,713)	(406,170)	(288,238)	(385,267)
Less: Unvested contingent restricted shares	(457,610)	(465,548)	(423,353)	(441,675)
Weighted average number of shares outstanding used in basic earnings per share	149,341,025	146,111,041	148,223,234	143,474,664
Other dilutive securities	326,584	570,551	303,127	561,501
Weighted average number of shares outstanding used in diluted earnings per share	149,667,609	146,681,592	148,526,361	144,036,165

**Fair Value Measurement** – NNN's estimates of fair value of financial and non-financial assets and liabilities are based on the framework established in the fair value accounting guidance. The framework specifies a hierarchy of valuation inputs which was established to increase consistency, clarity and comparability in fair value measurements and related disclosures. The guidance describes a fair value hierarchy based upon three levels of inputs that may be used to measure fair value, two of which are considered observable and one that is considered unobservable. The following describes the three levels:

- Level 1 – Valuation is based upon quoted prices in active markets for identical assets or liabilities.
- Level 2 – Valuation is based upon inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include option pricing models, discounted cash flow models and similar techniques.

Accumulated Other Comprehensive Income (Loss) – The following table outlines the changes in accumulated other comprehensive income (loss) (dollars in thousands):

	Gains or (Losses) on Cash Flow Hedges <sup>(1)</sup>	Gains on Available- for-Sale Securities	Total
Beginning balance, December 31, 2016	\$ (8,899)	\$ 708	\$ (8,191)
Other comprehensive income (loss)	(7,688)	118	(7,570)
Reclassifications from accumulated other comprehensive income to net earnings	1,394 <sup>(2)</sup>	—	1,394
Net current period other comprehensive income (loss)	(6,294)	118	(6,176)
Ending balance, September 30, 2017	\$ (15,193)	\$ 826	\$ (14,367)

<sup>(1)</sup> Additional disclosure is included in Note 6 – Derivatives.

<sup>(2)</sup> Reclassifications out of other comprehensive income (loss) are recorded in Interest expense on the Condensed Consolidated Statements of Income and Comprehensive Income.

New Accounting Pronouncements – In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606). The core principle of ASU 2014-09, is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Certain contracts are excluded from ASU 2014-09, including lease contracts within the scope of the FASB guidance included in Leases (Topic 842). In March 2016, the FASB issued updated guidance. ASU 2016-08, "Revenue from Contracts with customers (Topic 606) - Principal versus Agent Considerations (Reporting Gross Versus Net)," clarifies the implementation guidance on principal versus agent considerations included within the scope of ASU 2014-09. In February 2017, the FASB issued ASU 2017-05, "Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20)," which clarifies the scope of subtopic 610-20, which was issued as a part of ASU 2014-09, to add guidance for partial sales of nonfinancial assets. The guidance permits two methods of adoption: full retrospective approach to each prior reporting period presented, or modified retrospective approach with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). The guidance was initially effective January 1, 2017, and early adoption was not permitted. The amended guidance provides for a one-year deferral of the effective date to January 1, 2018, with an option of applying the standard on the original effective date.

NNN will adopt ASU 2014-09 on January 1, 2018, and apply the cumulative catch-up transition method. Through the evaluation and implementation process, NNN has determined the key revenue stream impacted by ASU 2014-09 is gain on disposition of real estate reported on the Condensed Consolidated Statements of Income and Comprehensive Income. NNN currently recognizes revenue at the time of closing (i.e., transfer of asset). Upon adoption of ASU 2014-09, NNN will need to evaluate any separate contracts or performance obligations to determine proper timing of revenue recognition, as well as, transaction price allocation. The adoption of ASU 2014-09 will not have a material impact on NNN's financial position and results of operations.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)," effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The FASB issued final guidance that requires lessees to put most leases on their balance sheets but recognize expenses in the income statement in a manner similar to today's accounting. The guidance also eliminates today's real estate-specific provisions and changes the guidance on sale-leaseback transactions, initial direct costs and lease executory costs for all entities. For lessors, the standard modifies the classification criteria and the accounting for sales-type and direct financing leases. NNN is currently evaluating to determine the potential impact the adoption of ASU 2016-02 will have on its financial position or results of operations.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments," effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The amendments in this update provide guidance on certain cash flow classification issues. The objective of the amendment is to reduce existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230. The adoption of ASU 2016-15 will not impact NNN's financial position or results of operations.

In May 2017, the FASB issued ASU 2017-09, "Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting," effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. The amendments in this update provide guidance about which changes to the terms or conditions of a share-based payment

award require an entity to apply modification accounting in Topic 718. NNN has early adopted ASU 2017-09. The adoption of ASU 2017-09 did not impact NNN's financial position or results of operations.

In August 2017, the FASB issued ASU 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities." The purpose of this updated guidance is to better align a company's financial reporting for hedging activities with the economic objectives of those activities. The transition guidance provides companies with the option of early adopting the new standard using a modified retrospective transition method in any interim period after issuance of the update, or alternatively requires adoption for fiscal years beginning after December 15, 2018. This adoption method will require a company to recognize the cumulative effect of initially applying the ASU as an adjustment to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings as of the beginning of the fiscal year that an entity adopts the update. The adoption of ASU 2017-12 will not have a material impact on NNN's financial position or results of operations.

**Use of Estimates** – Management of NNN has made a number of estimates and assumptions relating to the reporting of assets and liabilities, revenues and expenses and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with GAAP. Significant estimates include provisions for impairment and allowances for certain assets, accruals, useful lives of assets and purchase price allocation. Actual results could differ from those estimates.

## **Note 2 – Real Estate:**

### **Real Estate – Portfolio**

**Leases** – The following outlines key information for NNN's leases:

	<u>September 30, 2017</u>
Lease classification:	
Operating	2,711
Direct financing	7
Building portion – direct financing/land portion – operating	2
Weighted average remaining lease term (years)	11.4

The leases generally provide for limited increases in rent as a result of fixed increases, increases in the consumer price index, and/or increases in the tenant's sales volume. Generally, the tenant is also required to pay all property taxes and assessments, substantially maintain the Property and carry property and liability insurance coverage. Certain Properties are subject to leases under which NNN retains responsibility for specific costs and expenses of the Property. Generally, the leases provide the tenant with one or more multi-year renewal options, subject to generally the same terms and conditions of the base term of the lease, including rent increases.

**Real Estate Portfolio – Accounted for Using the Operating Method** – Real estate subject to operating leases consisted of the following as of (dollars in thousands):

	<u>September 30, 2017</u>	<u>December 31, 2016</u>
Land and improvements	\$ 2,220,519	\$ 2,103,185
Buildings and improvements	4,812,663	4,488,787
Leasehold interests	5,261	4,565
	7,038,443	6,596,537
Less accumulated depreciation and amortization	(846,365)	(739,098)
	6,192,078	5,857,439
Work in progress	49,589	24,057
	<u>\$ 6,241,667</u>	<u>\$ 5,881,496</u>

### Real Estate – Held For Sale

On a quarterly basis, the Company evaluates its Properties for held for sale classification based on specific criteria as outlined in ASC 360, *Property, Plant & Equipment*, including management's intent to commit to a plan to sell the asset. NNN anticipates the disposition of Properties classified as held for sales to occur within 12 months. As of September 30, 2017, NNN had three of its Properties categorized as held for sale. NNN's real estate held for sale at December 31, 2016, included 17 Properties, 14 of which were sold in 2017. Real estate held for sale consisted of the following as of (dollars in thousands):

	September 30, 2017	December 31, 2016
Land and improvements	\$ 1,310	\$ 12,736
Building and improvements	1,975	14,266
	3,285	27,002
Less accumulated depreciation and amortization	(862)	(3,368)
	\$ 2,423	\$ 23,634

### Real Estate – Dispositions

The following table summarizes the Properties sold and the corresponding gain recognized on the disposition of Properties (dollars in thousands):

	Quarter Ended September 30,				Nine Months Ended September 30,			
	2017		2016		2017		2016	
	# of Sold Properties	Gain	# of Sold Properties	Gain	# of Sold Properties	Gain	# of Sold Properties	Gain
Gain on disposition of real estate	6	\$ 3,185	7	\$ 4,505	31	\$ 20,864	24	\$ 22,558

### Real Estate – Commitments

NNN has committed to fund construction commitments on 26 Properties. The improvements are estimated to be completed within 12 months. These construction commitments, as of September 30, 2017, are outlined in the table below (dollars in thousands):

Total commitment <sup>(1)</sup>	\$ 175,821
Amount funded	89,243
Remaining commitment	86,578

<sup>(1)</sup> Includes land, construction costs, tenant improvements and lease costs.

### Real Estate – Impairments

Management periodically assesses its real estate for possible impairment whenever certain events or changes in circumstances indicate that the carrying amount of the asset, including accrued rental income, may not be recoverable through operations. Events or circumstances that may occur include significant changes in real estate market conditions and the ability of NNN to re-lease or sell properties that are vacant or become vacant in a reasonable period of time. Impairments are measured as the amount by which the current book value of the asset exceeds the estimated fair value of the asset. As a result of the Company's review of long-lived assets, including identifiable intangible assets, NNN recognized real estate impairments, net of recoveries of \$1,245,000 and \$7,680,000 for the nine months ended September 30, 2017 and 2016, respectively, of which \$78,000 and \$4,917,000 was recorded during the quarters ended September 30, 2017 and 2016, respectively.

The valuation of impaired assets is determined using widely accepted valuation techniques including discounted cash flow analysis, income capitalization, analysis of recent comparable sales transactions, actual sales negotiations and bona fide purchase offers received from third parties, which are Level 3 inputs. NNN may consider a single valuation technique or multiple valuation techniques, as appropriate, when estimating the fair value of its real estate.

**Note 3 – Line of Credit Payable:**

NNN's \$650,000,000 unsecured revolving credit facility (the "Credit Facility") had a weighted average outstanding balance of \$100,545,000 and a weighted average interest rate of 2.1% during the nine months ended September 30, 2017. The Credit Facility matures January 2019, unless the Company exercises its option to extend maturity to January 2020. The Credit Facility bears interest at LIBOR plus 92.5 basis points; however, such interest rate may change pursuant to a tiered interest rate structure based on NNN's debt rating. The Credit Facility also includes an accordion feature to increase the facility size up to \$1,000,000,000, subject to lender approval. As of September 30, 2017, there was no outstanding balance and \$650,000,000 was available for future borrowings under the Credit Facility, excluding undrawn letters of credit totaling \$230,000.

**Note 4 – Notes Payable:**

In September 2017, NNN filed a prospectus supplement to the prospectus contained in its February 2015 shelf registration statement and issued \$400,000,000 aggregate principal amount of 3.50% notes due October 2027 (the "2027 Notes"). The 2027 Notes were sold at a discount with an aggregate purchase price of \$398,372,000 with interest payable semi-annually commencing on April 15, 2018. The discount of \$1,628,000 is being amortized to interest expense over the term of the notes using the effective interest method. The effective interest rate for the 2027 Notes after accounting for the note discount is 3.548%. NNN previously entered into two forward starting swaps with an aggregate notional amount of \$250,000,000. Upon issuance of the 2027 Notes, NNN terminated the forward starting swaps resulting in a liability of \$7,690,000, of which \$7,688,000 was deferred in other comprehensive income. The deferred liability is being amortized to interest expense over the term of the 2027 Notes using the effective interest method.

The 2027 Notes are senior unsecured obligations of NNN and are subordinated to all secured indebtedness and to the indebtedness and other liabilities of NNN's subsidiaries. Additionally, the 2027 Notes are redeemable at NNN's option, in whole or part anytime, for an amount equal to (i) the sum of the outstanding principal balance of the notes being redeemed plus accrued interest thereon to the redemption date, and (ii) the make whole amount, if any, as defined in the supplemental indenture dated September 6, 2017, relating to the 2027 Notes.

NNN received approximately \$394,722,000 of net proceeds in connection with the issuance of the 2027 Notes, after incurring debt issuance costs totaling \$3,650,000 consisting primarily of underwriting discounts and commissions, legal and accounting fees, rating agency fees and printing expenses.

**Note 5 – Stockholders' Equity:**

In February 2015, NNN filed a shelf registration statement with the Securities and Exchange Commission (the "Commission") which permits the issuance by NNN of an indeterminate amount of debt and equity securities.

**Dividend Reinvestment and Stock Purchase Plan** – In February 2015, NNN filed a shelf registration statement with the Commission for its Dividend Reinvestment and Stock Purchase Plan ("DRIP") which permits the issuance by NNN of up to 16,000,000 shares of common stock. The following table outlines the common stock issuances pursuant to NNN's DRIP (dollars in thousands):

	Nine Months Ended September 30,	
	2017	2016
Shares of common stock	135,721	164,640
Net proceeds	\$ 5,469	\$ 7,376

**At-The-Market Offerings** – NNN has established an at-the-market equity program ("ATM") which allows NNN to sell shares of common stock from time to time. The following outlines NNN's ATM programs:

	2016 ATM	2015 ATM
Established date	March 2016	February 2015
Termination date	March 2019	March 2016
Total allowable shares	12,000,000	10,000,000
Total shares issued as of September 30, 2017	8,192,542	9,852,465

The following table outlines the common stock issuances pursuant to NNN's ATM equity programs (dollars in thousands, except per share data):

	Nine Months Ended September 30,	
	2017	2016
Shares of common stock	3,969,252	5,716,222
Average price per share (net)	\$ 42.00	\$ 46.48
Net proceeds	\$ 166,698	\$ 265,696
Stock issuance costs <sup>(1)</sup>	\$ 2,563	\$ 4,266

<sup>(1)</sup> Stock issuance costs consist primarily of underwriters' fees and commissions, and legal and accounting fees.

**Dividends** – The following table outlines the dividends declared and paid for each issuance of NNN's stock (dollars in thousands, except per share data):

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Series D preferred stock<sup>(1)</sup>:</b>				
Dividends	\$ —	\$ 4,762	\$ 3,598	\$ 14,285
Per depositary share	—	0.414063	0.312847	1.242188
<b>Series E preferred stock<sup>(2)</sup>:</b>				
Dividends	4,097	4,097	12,291	12,291
Per depositary share	0.356250	0.356250	1.068750	1.068750
<b>Series F preferred stock<sup>(3)</sup>:</b>				
Dividends	4,485	—	13,455	—
Per depositary share	0.325000	—	0.975000	—
<b>Common stock:</b>				
Dividends	70,670	66,676	205,110	190,277
Per share	0.475	0.455	1.385	1.325

<sup>(1)</sup> The Series D preferred stock was redeemed in February 2017. The dividends paid in 2017 included accumulated and unpaid dividends through the redemption date.

<sup>(2)</sup> The Series E preferred stock has no maturity date and will remain outstanding unless redeemed by NNN. The earliest redemption date for the Series E Preferred Stock is May 2018.

<sup>(3)</sup> The Series F preferred stock was issued in October 2016 and has no maturity date and will remain outstanding unless redeemed by NNN. The earliest redemption date for the Series F preferred stock is October 2021.

In October 2017, NNN declared a dividend of \$0.475 per share, which is payable in November 2017 to its common stockholders of record as of October 31, 2017.



## Note 6 – Derivatives:

In accordance with the guidance on derivatives and hedging, NNN records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or a firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

NNN's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements or other identified risks. To accomplish this objective, NNN primarily uses treasury locks, forward swaps and interest rate swaps as part of its cash flow hedging strategy. Treasury locks and forward starting swaps are used to hedge forecasted debt issuances. Treasury locks designated as cash flow hedges lock in the yield/price of a treasury security. Forward swaps also lock the associated swap spread. Interest rate swaps designated as cash flow hedges are used to hedge the variable cash flows associated with floating rate debt and involve the receipt or payment of variable rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings.

NNN discontinues hedge accounting prospectively when it is determined that the derivative is no longer effective in offsetting changes in the cash flows of the hedged item, the derivative expires or is sold, terminated or exercised, the derivative is re-designated as a hedging instrument or management determines that designation of the derivative as a hedging instrument is no longer appropriate.

When hedge accounting is discontinued, NNN recognizes any changes in its fair value in earnings and continues to carry the derivative on the balance sheet or may choose to settle the derivative at that time with a cash payment or receipt.

The following table outlines NNN's derivatives which were hedging the risk of changes in forecasted interest payments on forecasted issuance of long-term debt (dollars in thousands):

Terminated	Description	Aggregate Notional Amount	Liability (Asset) Fair Value When Terminated	Fair Value Deferred In Other Comprehensive Income <sup>(1)</sup>
September 2007	Two treasury locks	\$ 100,000	\$ 3,260	\$ 3,228
June 2011	Two treasury locks	150,000	5,300	5,218
April 2013	Four forward starting swaps	240,000	3,156	3,141
May 2014	Three forward starting swaps	225,000	6,312	6,312
October 2015	Four forward starting swaps	300,000	13,369	13,369
December 2016	Two forward starting swaps	180,000	(13,352)	(13,345)
September 2017	Two forward starting swaps	250,000	7,690	7,688

<sup>(1)</sup> The amount reported in accumulated other comprehensive income will be reclassified to interest expense as interest payments are made on the related notes payable.

As of September 30, 2017, \$15,193,000 remained in other comprehensive income related to the effective portion of NNN's previously terminated interest rate hedges. During the nine months ended September 30, 2017 and 2016, NNN reclassified out of other comprehensive income \$1,394,000 and \$2,122,000, respectively, as an increase in interest expense. Over the next 12 months, NNN estimates that an additional \$2,131,000 will be reclassified as an increase in interest expense. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on NNN's long-term debt.

NNN does not use derivatives for trading or speculative purposes or currently have any derivatives that are not designated as hedges. NNN had no derivative financial instruments outstanding at September 30, 2017.



**Note 7 – Fair Value of Financial Instruments:**

NNN believes the carrying value of its Credit Facility approximates fair value based upon its nature, terms and variable interest rate. NNN believes that the carrying value of its mortgages and notes receivable and mortgages payable at September 30, 2017 and December 31, 2016, approximate fair value based upon current market prices of comparable instruments (Level 3). At September 30, 2017 and December 31, 2016, the fair value of NNN's notes payable net of unamortized discount and excluding debt costs was \$2,765,998,000 and \$2,367,102,000, respectively, based upon quoted market prices, which is a Level 1 valuation since NNN's notes payable are publicly traded.

**Note 8 – Subsequent Events:**

NNN reviewed its subsequent events and transactions that have occurred after September 30, 2017, the date of the condensed consolidated balance sheet.

In October 2017, NNN announced it had amended its Credit Facility, increasing its borrowing capacity from \$650,000,000 to \$900,000,000 (as so amended, the "Amended Credit Facility"). The Amended Credit Facility matures January 2022, with options by NNN to extend maturity to January 2023. The Amended Credit Facility will initially bear interest at LIBOR plus 87.5 basis points; however, such interest rate may change pursuant to a tiered interest rate structure based on NNN's debt rating. The Amended Credit Facility also includes an accordion feature for NNN to increase the facility size up to \$1,600,000,000, subject to lender approval.

In October 2017, NNN repaid the \$250,000,000 6.875% notes payable that were due in October 2017.

There were no additional reportable subsequent events or transactions.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included in the Annual Report on Form 10-K of National Retail Properties, Inc. for the year ended December 31, 2016. The terms "NNN" and the "Company" refer to National Retail Properties, Inc. and all of its consolidated subsidiaries.

### Forward-Looking Statements

The information herein contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934 (the "Exchange Act"). These statements generally are characterized by the use of terms such as "believe," "expect," "intend," "may," "estimated" or similar words or expressions. Forward-looking statements are not historical facts or guarantees of future performance and are subject to known and unknown risks. Certain factors that could cause actual results or events to differ materially from those NNN anticipates or projects include, but are not limited to, the following:

- Financial and economic conditions may have an adverse impact on NNN, its tenants, and commercial real estate in general;
- NNN may be unable to obtain debt or equity capital on favorable terms, if at all;
- Loss of rent from tenants would reduce NNN's cash flow;
- A significant portion of the source of the Property Portfolio annual base rent is concentrated in specific industry classifications, tenants and geographic locations;
- Owning real estate and indirect interests in real estate carries inherent risk;
- NNN's real estate investments are illiquid;
- Costs of complying with changes in governmental laws and regulations may adversely affect NNN's results of operations;
- NNN may be subject to known or unknown environmental liabilities and hazardous materials on Properties owned by NNN;
- NNN may not be able to successfully execute its acquisition or development strategies;
- NNN may not be able to dispose of properties consistent with its operating strategy;
- NNN may suffer a loss in the event of a default of or bankruptcy of a borrower or a tenant;
- Certain provisions of NNN's leases or loan agreements may be unenforceable;
- Property ownership through joint ventures and partnerships could limit NNN's control of those investments;
- Competition from numerous other REITs, commercial developers, real estate limited partnerships and other investors may impede NNN's ability to grow;
- NNN's loss of key management personnel could adversely affect performance and the value of its securities;
- Uninsured losses may adversely affect NNN's operating results and asset values;
- Acts of violence, terrorist attacks or war may affect the markets in which NNN operates and NNN's results of operations;
- Vacant properties or bankrupt tenants or borrowers could adversely affect NNN's business or financial condition;
- The amount of debt NNN has and the restrictions imposed by that debt could adversely affect NNN's business and financial condition;
- NNN is obligated to comply with financial and other covenants in its debt instruments that could restrict its operating activities, and the failure to comply with such covenants could result in defaults that accelerate the payment of such debt;
- The market value of NNN's equity and debt securities is subject to various factors that may cause significant fluctuations or volatility;
- NNN's failure to qualify as a REIT for federal income tax purposes could result in significant tax liability;
- Even if NNN remains qualified as a REIT, NNN faces other tax liabilities that reduce operating results and cash flow;
- Adverse legislative or regulatory tax changes could reduce NNN's earnings and cash flow and the market price of NNN's securities;
- Compliance with REIT requirements, including distribution requirements, may limit NNN's flexibility and may negatively affect NNN's operating decisions;
- Changes in accounting pronouncements could adversely impact NNN's or NNN's tenants' reported financial performance;
- NNN's failure to maintain effective internal control over financial reporting could have a material adverse effect on its business, operating results and the market value of NNN's securities;
- NNN's ability to pay dividends in the future is subject to many factors;
- Cybersecurity risks and cyber incidents could adversely affect NNN's business, disrupt operations and expose NNN to liabilities to tenants, employees, capital providers, and other third parties; and

- Future investment in international markets could subject NNN to additional risks.

Additional information related to these risks and uncertainties are included in Item 1A. Risk Factors of NNN's Annual Report on Form 10-K for the year ended December 31, 2016, and may cause NNN's actual future results to differ materially from expected results. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. NNN undertakes no obligation to update or revise such forward-looking statements, whether as a result of new information, future events or otherwise.

#### Overview

NNN, a Maryland corporation, is a fully integrated real estate investment trust ("REIT") formed in 1984. NNN's assets primarily include real estate assets. NNN acquires, owns, invests in and develops properties that are leased primarily to retail tenants under long-term net leases and primarily held for investment ("Properties" or "Property Portfolio", or individually a "Property").

As of September 30, 2017, NNN owned 2,687 Properties, with an aggregate gross leasable area of approximately 28,250,000 square feet, located in 48 states, with a weighted average remaining lease term of 11.4 years. Approximately 99 percent of the Properties were leased as of September 30, 2017.

NNN's management team focuses on certain key indicators to evaluate the financial condition and operating performance of NNN. The key indicators for NNN include items such as: the composition of the Property Portfolio (such as tenant, geographic and line of trade diversification), the occupancy rate of the Property Portfolio, certain financial performance ratios and profitability measures, and industry trends and performance compared to that of NNN.

NNN evaluates the creditworthiness of its current and prospective tenants. This evaluation may include reviewing available financial statements, store level financial performance, press releases, public credit ratings from major credit rating agencies, industry news publications, financial market data (debt and equity pricing). NNN may also evaluate the business and operations of its tenants, including periodically meeting with senior management of certain tenants.

NNN continues to maintain its diversification by tenant, geography and tenant's line of trade. NNN's largest lines of trade concentrations are the convenience store and restaurant (including full and limited service) sectors. These sectors represent a large part of the freestanding retail property marketplace and NNN's management believes these sectors present attractive investment opportunities. The Property Portfolio is geographically concentrated in the south and southeast United States, which are regions of historically above-average population growth. Given these concentrations, any financial hardship within these sectors or geographic regions could have a material adverse effect on the financial condition and operating performance of NNN.

## Results of Operations

### Property Analysis

General. The following table summarizes the Property Portfolio:

	September 30, 2017	December 31, 2016	September 30, 2016
<b>Properties Owned:</b>			
Number	2,687	2,535	2,485
Total gross leasable area (square feet)	28,250,000	27,204,000	26,640,000
<b>Properties:</b>			
Leased and unimproved land	2,656	2,508	2,459
Percent of Properties – leased and unimproved land	99%	99%	99%
Weighted average remaining lease term (years)	11.4	11.6	11.5
Total gross leasable area (square feet) – leased	27,366,000	26,700,000	26,145,000

The following table summarizes the diversification of the Property Portfolio based on the top 10 lines of trade:

Lines of Trade	% of Annual Base Rent <sup>(1)</sup>		
	September 30, 2017	December 31, 2016	September 30, 2016
1. Convenience stores	18.3%	16.9%	16.4%
2. Restaurants – full service	11.8%	11.8%	12.3%
3. Restaurants – limited service	7.9%	7.5%	7.6%
4. Automotive service	7.0%	6.6%	6.8%
5. Family entertainment centers	6.4%	5.8%	5.8%
6. Health and fitness	5.6%	5.7%	4.5%
7. Theaters	4.8%	4.9%	5.0%
8. Automotive parts	3.7%	3.9%	4.0%
9. Recreational vehicle dealers, parts and accessories	3.4%	3.4%	3.4%
10. Banks	2.6%	3.1%	3.2%
Other	28.5%	30.4%	31.0%
	100.0%	100.0%	100.0%

<sup>(1)</sup> Based on annualized base rent for all leases in place for each respective period.

Property Acquisitions. The following table summarizes the Property acquisitions (dollars in thousands):

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Acquisitions:</b>				
Number of Properties	18	38	182	249
Gross leasable area (square feet)	206,000	350,000	1,288,000	2,036,000
Initial cash yield	6.9%	7.1%	6.9%	6.9%
Total dollars invested <sup>(1)</sup>	\$ 90,139	\$ 127,796	\$ 497,530	\$ 596,541

<sup>(1)</sup> Includes dollars invested in projects under construction or tenant improvements for each respective year.

NNN typically funds Property acquisitions either through borrowings under NNN's unsecured revolving credit facility (the "Credit Facility") (see "Debt – Line of Credit Payable") or by issuing its debt or equity securities in the capital markets.

*Property Dispositions.* The following table summarizes the Properties sold by NNN (dollars in thousands):

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Number of properties	6	7	31	24
Gross leasable area (square feet)	46,000	30,000	234,000	353,000
Net sales proceeds	\$ 7,543	\$ 10,571	\$ 55,806	\$ 83,077
Gain	\$ 3,185	\$ 4,505	\$ 20,864	\$ 22,558

NNN typically uses the proceeds from a Property disposition to either pay down the Credit Facility or reinvest in real estate.

### **Analysis of Revenue**

*General.* During the quarter and nine months ended September 30, 2017, rental income increased, as compared to the same periods in 2016, primarily due to the increase in rental income from Property acquisitions (See “Results of Operations – Property Analysis – Property Acquisitions”). NNN anticipates increases in rental income will continue to come from additional Property acquisitions and increases in rents pursuant to existing lease terms.

The following table summarizes NNN’s revenues (dollars in thousands):

	Quarter Ended September 30,					Nine Months Ended September 30,				
	2017	2016	Percent Increase (Decrease)	Percent of Total		2017	2016	Percent Increase (Decrease)	Percent of Total	
				2017	2016				2017	2016
Rental Income <sup>(1)</sup>	\$ 143,856	\$ 130,603	10.1%	97.4%	97.1%	\$ 422,895	\$ 380,007	11.3%	97.3%	96.9%
Real estate expense reimbursement from tenants	3,614	3,413	5.9%	2.4%	2.5%	11,174	10,251	9.0%	2.5%	2.6%
Interest and other income from real estate transactions	151	141	7.1%	0.1%	0.1%	368	905	(59.3)%	0.1%	0.2%
Interest income on commercial mortgage residual interests	84	384	(78.1)%	0.1%	0.3%	249	1,285	(80.6)%	0.1%	0.3%
<b>Total revenues</b>	<b>\$ 147,705</b>	<b>\$ 134,541</b>	<b>9.8%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>\$ 434,686</b>	<b>\$ 392,448</b>	<b>10.8%</b>	<b>100.0%</b>	<b>100.0%</b>

<sup>(1)</sup> Includes rental income from operating leases, earned income from direct financing leases and percentage rent (“Rental Income”).

### *Quarter and Nine Months Ended September 30, 2017 versus Quarter and Nine Months Ended September 30, 2016*

*Rental Income.* Rental Income increased in amount and as a percent of the total revenues for the quarter and nine months ended September 30, 2017, as compared to the same periods in 2016. The increase for the quarter and nine months ended September 30, 2017, is primarily due to a partial year of Rental Income received as a result of the acquisition of 182 properties with aggregate gross leasable area of approximately 1,288,000 during 2017 and a full year of Rental Income received as a result of the acquisition of 313 properties with a gross leasable area of approximately 2,734,000 square feet in 2016.

## Analysis of Expenses

*General.* Operating expenses decreased for the quarter ended September 30, 2017 as compared to the same period in 2016, primarily due to a decrease in incentive compensation costs. Operating expenses increased for the nine months ended September 30, 2017 as compared to the same period in 2016, primarily due to an increase in depreciation expense and retirement severance costs. The following table summarizes NNN's expenses for the quarter ended September 30, (dollars in thousands):

	2017	2016	Percent Increase (Decrease)	Percentage of Total		Percentage of Revenues	
				2017	2016	2017	2016
General and administrative	\$ 7,354	\$ 9,116	(19.3)%	11.9 %	14.3 %	5.0%	6.8%
Real estate	5,553	4,942	12.4%	9.0 %	7.7 %	3.7%	3.7%
Depreciation and amortization	48,409	38,970	24.2%	78.6 %	60.9 %	32.8%	28.9%
Impairment – commercial mortgage residual interests valuation	—	5,978	(100.0)%	—	9.4 %	—	4.4%
Impairment losses – real estate and other charges, net of recoveries	80	4,917	(98.4)%	0.1 %	7.7 %	0.1%	3.7%
Retirement severance costs	225	—	N/C <sup>(1)</sup>	0.4 %	—	0.2%	—
<b>Total operating expenses</b>	<b>\$ 61,621</b>	<b>\$ 63,923</b>	<b>(3.6)%</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>41.8%</b>	<b>47.5%</b>
Interest and other income	\$ (64)	\$ (17)	276.5%	(0.2)%	(0.1)%	—	—
Interest expense	28,204	24,257	16.3%	100.2 %	99.6 %	19.1%	18.0%
Real estate acquisition costs	—	111	(100.0)%	—	0.5 %	—	0.1%
<b>Total other expenses</b>	<b>\$ 28,140</b>	<b>\$ 24,351</b>	<b>15.6%</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>19.1%</b>	<b>18.1%</b>

<sup>(1)</sup> Not calculable ("N/C")

The following table summarizes NNN's expenses for the nine months ended September 30, (dollars in thousands):

	2017	2016	Percent Increase (Decrease)	Percentage of Total		Percentage of Revenues	
				2017	2016	2017	2016
General and administrative	\$ 25,093	\$ 27,100	(7.4)%	13.9 %	16.0 %	5.8 %	6.9%
Real estate	16,640	14,297	16.4%	9.2 %	8.4 %	3.8 %	3.6%
Depreciation and amortization	129,878	110,114	17.9%	72.0 %	65.1 %	29.9 %	28.1%
Impairment – commercial mortgage residual interests valuation	—	6,830	(100.0)%	—	4.0 %	—	1.7%
Impairment losses – real estate and other charges, net of recoveries	1,247	10,949	(88.6)%	0.7 %	6.5 %	0.3 %	2.8%
Retirement severance costs	7,653	—	N/C <sup>(1)</sup>	4.2 %	—	1.7 %	—
<b>Total operating expenses</b>	<b>\$ 180,511</b>	<b>\$ 169,290</b>	<b>6.6%</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>41.5 %</b>	<b>43.1%</b>
Interest and other income	\$ (239)	\$ (108)	121.3%	(0.3)%	(0.1)%	(0.1)%	—
Interest expense	82,092	71,923	14.1%	100.3 %	99.4 %	18.9 %	18.3%
Real estate acquisition costs	—	520	(100.0)%	—	0.7 %	—	—
<b>Total other expenses</b>	<b>\$ 81,853</b>	<b>\$ 72,335</b>	<b>13.2%</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>18.8 %</b>	<b>18.3%</b>

<sup>(1)</sup> Not calculable ("N/C")

### Quarter and Nine Months Ended September 30, 2017 versus Quarter and Nine Months Ended September 30, 2016

*General and Administrative.* General and administrative expenses decreased in amount, as a percentage of total operating expenses and as a percentage of revenues for the quarter and nine months ended September 30, 2017, as compared to the same periods in 2016. The decrease in general and administrative expenses for the quarter and nine months ended September 30, 2017, is primarily attributable to a decrease in incentive compensation costs.

*Real Estate.* Real estate expenses increased in amount and as a percentage of total operating expenses for the quarter and nine months ended September 30, 2017, as compared to the same periods in 2016. The increase is primarily due to increases in reimbursable and non-reimbursable expenses from certain properties acquired during the nine months ended September 30, 2017, and from certain properties acquired during the year ended December 31, 2016, as well as expenses on certain vacant properties.

*Depreciation and Amortization.* Depreciation and amortization expenses increased in amount and as a percentage of total operating expenses and revenues for the quarter and nine months ended September 30, 2017, as compared to the same periods in 2016. The increase in expenses is primarily due to the acquisition of 182 properties with an aggregate gross leasable area of approximately 1,288,000 square feet in 2017 and 313 properties with an aggregate gross leasable area of approximately 2,734,000 square feet during 2016.

*Impairment losses – real estate and other charges, net of recoveries.* NNN reviews long-lived assets for impairment whenever certain events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Events or circumstances that may occur include changes in real estate market conditions, the ability to re-lease properties that are currently vacant or become vacant, and the ability to sell properties at an attractive price. Management evaluates whether an impairment in value has occurred by comparing the estimated future cash flows (undiscounted and without interest charges), including the residual value of the real estate, with the carrying cost of the individual asset. If an impairment is indicated, a loss will be recorded for the amount by which the carrying value of the asset exceeds its fair value. NNN recognized real estate impairments, net of recoveries of \$1,245,000 and \$7,680,000 for the nine months ended September 30, 2017 and 2016, respectively of which \$78,000 and \$4,917,000 was recorded during the quarters ended September 30, 2017 and 2016, respectively. In addition, during the quarter ended September 30, 2016, NNN recorded a loss on mortgage receivable of \$3,269,000.

*Retirement Severance Costs.* For the nine months ended September 30, 2017, retirement severance costs relate primarily to Craig Macnab's retirement as CEO on April 28, 2017.

*Interest Expense.* Interest expense increased in amount, as a percentage of total other expenses and as a percentage of revenues for the quarter and nine months ended September 30, 2017, as compared to the same periods in 2016.

The following represents the primary changes in debt that have impacted interest expense:

- (i) the repayment in January 2016 of \$5,876,000 principal amount of mortgages payable with an interest rate of 5.750%,
- (ii) the repayment in March 2016 of \$722,000 principal amount of mortgages payable with an interest rate of 6.900%,
- (iii) the repayment in October 2016 of \$2,709,000 principal amount of mortgages payable with an interest rate of 6.400%,
- (iv) the issuance in December 2016 of \$350,000,000 principal amount of notes payable with a maturity of December 2026, and stated interest rate of 3.600%,
- (v) the issuance in September 2017 of \$400,000,000 principal amount of notes payable with a maturity of October 2027, and stated interest rate of 3.500%, and
- (vi) the increase of \$19,795,000 in the weighted average outstanding balance on the Credit Facility and a higher weighted average interest rate for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016.

## **Liquidity**

*General.* NNN's demand for funds has been, and will continue to be, primarily for (i) payment of operating expenses and cash dividends; (ii) Property acquisitions and development; (iii) capital expenditures; (iv) payment of principal and interest on its outstanding indebtedness; and (v) other investments.

*Cash and Cash Equivalents.* NNN's cash and cash equivalents includes the aggregate of Cash and cash equivalents and Restricted cash and cash held in escrow from the Condensed Consolidated Balance Sheets. The table below summarizes NNN's cash flows (dollars in thousands):

	Nine Months Ended September 30,	
	2017	2016
<b>Cash and cash equivalents:</b>		
Provided by operating activities	\$ 330,215	\$ 314,206
Used in investing activities	(415,175)	(555,423)
Provided by financing activities	44,683	232,873
Decrease	(40,277)	(8,344)
Net cash at beginning of period	294,540	14,260
Net cash at end of period	<u>\$ 254,263</u>	<u>\$ 5,916</u>

Cash provided by operating activities represents cash received primarily from Rental Income and interest income less cash used for general and administrative expenses. NNN's cash flow from operating activities has been sufficient to pay the distributions for each period presented. The change in cash provided by operations for the nine months ended September 30, 2017, and 2016, is primarily the result of changes in revenues and expenses as discussed in "Results of Operations." Cash generated from operations is expected to fluctuate in the future.

Changes in cash for investing activities are primarily attributable to the acquisitions and dispositions of Properties. NNN typically uses proceeds from its Credit Facility to fund the acquisition of its Properties.

NNN's financing activities for the nine months ended September 30, 2017, included the following significant transactions:

- \$287,500,000 paid to fully redeem NNN's 6.625% Series D Cumulative Redeemable Preferred Stock (the "Series D Preferred Stock") in February,
- \$394,722,000 in net proceeds from the issuance of the 3.500% notes payable in September,
- \$5,469,000 in net proceeds from the issuance of 135,721 shares of common stock in connection with the Dividend Reinvestment and Stock Purchase Plan ("DRIP"),
- \$166,698,000 in net proceeds from the issuance of 3,969,252 shares of common stock in connection with the at-the-market ("ATM") equity program,
- \$3,598,000 in dividends paid to holders of the depositary shares of NNN's Series D Preferred Stock,
- \$12,291,000 in dividends paid to holders of the depositary shares of NNN's 5.700% Series E Cumulative Redeemable Preferred Stock (the "Series E Preferred Stock"),
- \$13,455,000 in dividends paid to holders of the depositary shares of NNN's 5.200% Series F Cumulative Redeemable Preferred Stock (the "Series F Preferred Stock"), and
- \$205,110,000 in dividends paid to common stockholders.

*Contractual Obligations and Commercial Commitments.* NNN has committed to fund construction commitments on 26 Properties. The improvements are estimated to be completed within 12 months. These construction commitments, at September 30, 2017, are outlined in the table below (dollars in thousands):

<b>Total commitment<sup>(1)</sup></b>	<b>\$ 175,821</b>
Amount funded	89,243
Remaining commitment	86,578

<sup>(1)</sup> Includes land, construction costs, tenant improvements and lease costs.

As of September 30, 2017, NNN did not have any other material contractual cash obligations, such as purchase obligations, financing lease obligations or other long-term liabilities other than those reflected in the tables above and previously disclosed under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in NNN's Annual Report on Form 10-K for the year ended December 31, 2016. In addition to items reflected in the tables, NNN has issued preferred stock with cumulative preferential cash distributions, as described below under "Dividends."

Management anticipates satisfying these obligations with a combination of NNN's cash provided from operations, current capital resources on hand, its credit facility, debt or equity financings and asset dispositions.



Generally, the Properties are leased under long-term net leases, which require the tenant to pay all property taxes and assessments to maintain the interior and exterior of the property and to carry property and liability insurance coverage. Therefore, management anticipates that capital demands to meet obligations with respect to these Properties will be modest for the foreseeable future and can be met with funds from operations and working capital. Certain Properties are subject to leases under which NNN retains responsibility for specific costs and expenses associated with the Property. Management anticipates that the costs associated with these Properties, NNN's vacant Properties or those Properties that become vacant will also be met with funds from operations and working capital. NNN may be required to borrow under its credit facility or use other sources of capital in the event of significant capital expenditures.

The lost revenues and increased property expenses resulting from vacant Properties or uncollectibility of lease revenues could have a material adverse effect on the liquidity and results of operations if NNN is unable to re-lease the Properties at comparable rental rates and in a timely manner. As of September 30, 2017, NNN owned 31 vacant, un-leased Properties which accounted for approximately one percent of total Properties held in the Property Portfolio. Additionally, as of September 30, 2017, less than two percent of the Property Portfolio is leased to four tenants, including Gander Mountain, that each filed a petition for bankruptcy under Chapter 11 of the U.S. Bankruptcy Code. As a result, these tenants have the right to reject or affirm their leases with NNN.

NNN generally monitors the financial performance of its significant tenants on an ongoing basis.

*Dividends.* NNN has made an election to be taxed as a REIT under Sections 856 through 860 of the Code, as amended, and related regulations and intends to continue to operate so as to remain qualified as a REIT for federal income tax purposes. NNN generally will not be subject to federal income tax on income that it distributes to its stockholders, provided that it distributes 100 percent of its REIT taxable income and meets certain other requirements for qualifying as a REIT. If NNN fails to qualify as a REIT in any taxable year, it will be subject to federal income tax on its taxable income at regular corporate rates and will not be permitted to qualify for treatment as a REIT for federal income tax purposes for the four years following the year during which qualification is lost. Such an event could materially adversely affect NNN's income and ability to pay dividends. NNN believes it has been structured as, and its past and present operations qualify NNN as, a REIT.

One of NNN's primary objectives, consistent with its policy of retaining sufficient cash for reserves and working capital purposes and maintaining its status as a REIT, is to distribute a substantial portion of its funds available from operations to its stockholders in the form of dividends.

The following table outlines the dividends declared and paid for each issuance of NNN's stock (dollars in thousands, except per share data):

	Quarter Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Series D Preferred Stock<sup>(1)</sup>:</b>				
Dividends	\$ —	\$ 4,762	\$ 3,598	\$ 14,285
Per depositary share	—	0.414063	0.312847	1.242188
<b>Series E Preferred Stock<sup>(2)</sup>:</b>				
Dividends	4,097	4,097	12,291	12,291
Per depositary share	0.356250	0.356250	1.068750	1.068750
<b>Series F Preferred Stock<sup>(3)</sup>:</b>				
Dividends	4,485	—	13,455	—
Per depositary share	0.325000	—	0.975000	—
<b>Common stock:</b>				
Dividends	70,670	66,676	205,110	190,277
Per share	0.475	0.455	1.385	1.325

<sup>(1)</sup> The Series D Preferred Stock was redeemed in February 2017. The dividends paid in 2017 included accumulated and unpaid dividends through the redemption date.

<sup>(2)</sup> The Series E Preferred Stock has no maturity date and will remain outstanding unless redeemed by NNN. The earliest redemption date for the Series E Preferred Stock is May 2018.

<sup>(3)</sup> The Series F Preferred Stock was issued in October 2016 and has no maturity date and will remain outstanding unless redeemed by NNN. The earliest redemption date for the Series F Preferred Stock is October 2021.

In October 2017, NNN declared a dividend of \$0.475 per share which is payable in November 2017 to its common stockholders of record as of October 31, 2017.

### **Capital Resources**

Generally, cash needs for Property acquisitions, debt payments, capital expenditures, development and other investments have been funded by equity and debt offerings, bank borrowings, the sale of Properties and, to a lesser extent, by internally generated funds. Cash needs for operating and interest expenses and dividends have generally been funded by internally generated funds. If available, future sources of capital include proceeds from the public or private offering of NNN's debt or equity securities, secured or unsecured borrowings from banks or other lenders, proceeds from the sale of Properties, as well as undistributed funds from operations.

### **Debt**

The following is a summary of NNN's total outstanding debt as of (dollars in thousands):

	September 30, 2017	Percentage of Total	December 31, 2016	Percentage of Total
Mortgages payable	\$ 13,447	0.5%	\$ 13,878	0.6%
Notes payable	2,695,414	99.5%	2,297,811	99.4%
<b>Total outstanding debt</b>	<b>\$ 2,708,861</b>	<b>100.0%</b>	<b>\$ 2,311,689</b>	<b>100.0%</b>

*Indebtedness.* NNN expects to use indebtedness primarily for property acquisitions and development of single-tenant retail properties, either directly or through investment interests. Additionally indebtedness may be used to refinance existing indebtedness.

*Line of Credit Payable.* NNN's \$650,000,000 unsecured revolving Credit Facility had a weighted average outstanding balance of \$100,545,000 and a weighted average interest rate of 2.1% during the nine months ended September 30, 2017. The Credit Facility matures January 2019, unless the Company exercises its option to extend maturity to January 2020. The Credit Facility

currently bears interest at LIBOR plus 92.5 basis points; however, such interest rate may change pursuant to a tiered interest rate structure based on NNN's debt rating. The Credit Facility also includes an accordion feature to increase the facility size up to \$1,000,000,000, subject to lender approval. As of September 30, 2017, there was no outstanding balance and \$650,000,000 was available for future borrowings, under the Credit Facility, excluding undrawn letters of credit totaling \$230,000.

In October 2017, NNN announced it had amended its Credit Facility, increasing its borrowing capacity from \$650,000,000 to \$900,000,000 (as so amended, the "Amended Credit Facility"). The Amended Credit Facility matures January 2022, with options by NNN to extend maturity to January 2023. The Amended Credit Facility will initially bear interest at LIBOR plus 87.5 basis points; however, such interest rate may change pursuant to a tiered interest rate structure based on NNN's debt rating. The Amended Credit Facility also includes an accordion feature for NNN to increase the facility size up to \$1,600,000,000, subject to lender approval.

*Notes Payable.* In September 2017, NNN filed a prospectus supplement to the prospectus contained in its February 2015 shelf registration statement and issued \$400,000,000 aggregate principal amount of 3.50% notes due October 2027 (the "2027 Notes"). The 2027 Notes were sold at a discount with an aggregate purchase price of \$398,372,000 with interest payable semi-annually commencing on April 15, 2018. The discount of \$1,628,000 is being amortized to interest expense over the term of the notes using the effective interest method. The effective interest rate for the 2027 Notes after accounting for the note discount is 3.548%. NNN previously entered into two forward starting swaps with an aggregate notional amount of \$250,000,000. Upon issuance of the 2027 Notes, NNN terminated the forward starting swaps resulting in a liability of \$7,690,000, of which \$7,688,000 was deferred in other comprehensive income. The deferred liability is being amortized to interest expense over the term of the 2027 Notes using the effective interest method.

The 2027 Notes are senior unsecured obligations of NNN and are subordinated to all secured indebtedness and to the indebtedness and other liabilities of NNN's subsidiaries. Additionally, the 2027 Notes are redeemable at NNN's option, in whole or part anytime, for an amount equal to (i) the sum of the outstanding principal balance of the notes being redeemed plus accrued interest thereon to the redemption date, and (ii) the make whole amount, if any, as defined in the supplemental indenture dated September 6, 2017, relating to the 2027 Notes.

NNN received approximately \$394,722,000 of net proceeds in connection with the issuance of the 2027 Notes, after incurring debt issuance costs totaling \$3,650,000 consisting primarily of underwriting discounts and commissions, legal and accounting fees, rating agency fees and printing expenses. NNN used the net proceeds from this offering to repay all of the outstanding indebtedness under its credit facility, fund future property acquisitions and for general corporate purposes.

In October 2017, NNN repaid the \$250,000,000 6.875% notes payable that were due in October 2017.

### **Debt and Equity Securities**

NNN has used, and expects to use in the future, issuances of debt and equity securities primarily to pay down its outstanding indebtedness and to finance investment acquisitions.

*Securities Offerings.* In February 2015, NNN filed a shelf registration statement with the Securities and Exchange Commission (the "Commission") which was automatically effective and permits the issuance by NNN of an indeterminate amount of debt and equity securities.

Information related to NNN's publicly held debt and equity securities is included in NNN's Annual Report on Form 10-K for the year ended December 31, 2016.

*Dividend Reinvestment and Stock Purchase Plan.* In February 2015, NNN filed a shelf registration statement which was automatically effective with the Commission for its DRIP, which permits the issuance by NNN of up to 16,000,000 shares of common stock. NNN's DRIP provides an economical and convenient way for current stockholders and other interested new investors to invest in NNN's common stock. The following outlines the common stock issuances pursuant to NNN's DRIP (dollars in thousands):

	Nine Months Ended September 30,	
	2017	2016
Shares of common stock	135,721	164,640
Net proceeds	\$ 5,469	\$ 7,376

*At-The-Market Offerings.* NNN established an at-the-market equity program ("ATM") which allows NNN to sell shares of common stock from time to time. The following outlines NNN's ATM programs:

	2016 ATM	2015 ATM
Established date	March 2016	February 2015
Termination date	March 2019	March 2016
Total allowable shares	12,000,000	10,000,000
Total shares issued at September 30, 2017	8,192,542	9,852,465

The following table outlines the common stock issuances pursuant to NNN's ATM equity programs (dollars in thousands, except per share data):

	Nine Months Ended September 30,	
	2017	2016
Shares of common stock	3,969,252	5,716,222
Average price per share (net)	\$ 42.00	\$ 46.48
Net proceeds	\$ 166,698	\$ 265,696
Stock issuance costs <sup>(1)</sup>	\$ 2,563	\$ 4,266

<sup>(1)</sup> Stock issuance costs consist primarily of underwriters' fees and commissions, and legal and accounting fees.

### **Recent Accounting Pronouncements**

Refer to Note 1 to the September 30, 2017, Condensed Consolidated Financial Statements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

NNN is exposed to interest rate risk primarily as a result of its variable rate Credit Facility and its fixed rate debt which is used to finance NNN's development and acquisition activities, as well as for general corporate purposes. NNN's interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to reduce overall borrowing costs. To achieve its objectives, NNN borrows at both fixed and variable rates on its long-term debt. As of September 30, 2017, NNN had no outstanding derivatives.

The information in the table below summarizes NNN's market risks associated with its debt obligations outstanding as of September 30, 2017 and December 31, 2016. The table presents principal payments and related interest rates by year for debt obligations outstanding as of September 30, 2017. NNN has a variable interest rate risk on its Credit Facility which had no outstanding balance as of September 30, 2017. The weighted average rate for the Credit Facility for the nine months ended September 30, 2017, was 2.1%. There was no outstanding balance on the Credit Facility as of September 30, 2017 and December 31, 2016. The table incorporates only those debt obligations that existed as of September 30, 2017, and it does not consider those debt obligations or positions which could arise after this date and therefore has limited predictive value. As a result, NNN's ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the quarter, NNN's hedging strategies at that time and interest rates. If interest rates on NNN's variable rate debt increased by one percent, NNN's interest expense would have increased by less than one percent for the nine months ended September 30, 2017.

	Debt Obligations (dollars in thousands)			
	Fixed Rate Debt			
	Mortgages <sup>(1)</sup>		Unsecured Debt <sup>(2)</sup>	
	Debt Obligation	Weighted Average Effective Interest Rate	Debt Obligation	Effective Interest Rate
2017	\$ 151	5.23%	\$ 249,995	6.92%
2018	623	5.23%	—	—
2019	653	5.23%	—	—
2020	682	5.23%	—	—
2021	716	5.23%	298,096	5.69%
Thereafter	10,718	5.23%	2,164,202	3.69% <sup>(3)</sup>
<b>Total</b>	<b>\$ 13,543</b>	<b>5.23%</b>	<b>\$ 2,712,293</b>	<b>4.27%</b>
Fair Value:				
September 30, 2017	\$ 13,543		\$ 2,765,998	
December 31, 2016	\$ 13,987		\$ 2,367,102	

<sup>(1)</sup> NNN's mortgages payable represent principal payments by year and include unamortized premiums and exclude debt costs.

<sup>(2)</sup> Includes NNN's notes payable, each exclude debt costs and are net of unamortized discount. NNN uses market prices quoted from Bloomberg, a third party, which is a Level 1 input, to determine the fair value.

<sup>(3)</sup> Weighted average effective interest rate for periods after 2021.

#### **Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* An evaluation was performed under the supervision and with the participation of NNN's management, including NNN's Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, of the effectiveness as of September 30, 2017, of the design and operation of NNN's disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act. Based on that evaluation, the Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer concluded that the design and operation of these disclosure controls and procedures were effective as of the end of the period covered by this report.

*Changes in Internal Control over Financial Reporting.* There has been no change in NNN's internal control over financial reporting that occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, NNN's internal control over financial reporting.

## PART II. OTHER INFORMATION

**Item 1. Legal Proceedings.** Not applicable.

**Item 1A. Risk Factors.** There were no material changes in NNN's risk factors disclosed in Item 1A. Risk Factors of NNN's Annual Report on Form 10-K for the year ended December 31, 2016.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.** Not applicable.

**Item 3. Defaults Upon Senior Securities.** Not applicable.

**Item 4. Mine Safety Disclosures.** Not applicable.

**Item 5. Other Information.** Not applicable.

**Item 6. Exhibits**

The following exhibits are filed as a part of this report.

### 4. Instruments Defining the Rights of Security Holders, Including Indentures

4.1 [Form of Sixteenth Supplemental Indenture between National Retail Properties, Inc. and U.S. Bank National Association relating to 3.50% Notes due 2027 \(filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K and filed with the Securities and Exchange Commission on September 19, 2017, and incorporated herein by reference\).](#)

4.2 [Form of 3.50% Notes due 2027 \(filed as Exhibit 4.2 to Registrant's Current Report on Form 8-K and filed with the Securities and Exchange Commission on September 19, 2017, and incorporated herein by reference\).](#)

### 10. Material Contracts

10.1 [Third Amendment to Amended and Restated Credit Agreement, dated as of October 25, 2017, by and among the Registrant, certain lenders and Wells Fargo Bank, National Association, as the Administrative Agent \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 26, 2017, and incorporated herein by reference\).](#)

### 31. Section 302 Certifications

31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)

31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)

### 32. Section 906 Certifications

32.1 [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)

32.2 [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)

### 101. Interactive Data File

101.1 The following materials from National Retail Properties, Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2017, are formatted in Extensible Business Reporting Language: (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of comprehensive income, (iii) condensed consolidated statements of cash flows, and (iv) notes to condensed consolidated financial statements.

## 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 thereunto duly authorized.

DATED this 2nd day of November, 2017.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Julian E. Whitehurst

Julian E. Whitehurst  
Chief Executive Officer, President  
and Director

By: /s/ Kevin B. Habicht

Kevin B. Habicht  
Chief Financial Officer, Executive  
Vice President and Director



## Exhibit Index

- 4. Instruments Defining the Rights of Security Holders, Including Indentures
  - 4.1 [Form of Sixteenth Supplemental Indenture between National Retail Properties, Inc. and U.S. Bank National Association relating to 3.50% Notes due 2027 \(filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K and filed with the Securities and Exchange Commission on September 19, 2017, and incorporated herein by reference\).](#)
  - 4.2 [Form of 3.50% Notes due 2027 \(filed as Exhibit 4.2 to Registrant's Current Report on Form 8-K and filed with the Securities and Exchange Commission on September 19, 2017, and incorporated herein by reference\).](#)
- 10. Material Contracts
  - 10.1 [Third Amendment to Amended and Restated Credit Agreement, dated as of October 25, 2017, by and among the Registrant, certain lenders and Wells Fargo Bank, National Association, as the Administrative Agent \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 26, 2017, and incorporated herein by reference\).](#)
- 31. Section 302 Certifications
  - 31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
  - 31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32. Section 906 Certifications
  - 32.1 [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
  - 32.2 [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 101. Interactive Data File
  - 101.1 The following materials from National Retail Properties, Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2017, are formatted in Extensible Business Reporting Language: (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of comprehensive income, (iii) condensed consolidated statements of cash flows, and (iv) notes to condensed consolidated financial statements.

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## Section 2: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

### CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Julian E. Whitehurst, certify that:

1. I have reviewed this report on Form 10-Q of National Retail Properties, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as

defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of the annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 2, 2017

Date

/s/ Julian E. Whitehurst

Name: Julian E. Whitehurst

Title: Chief Executive Officer and President

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## Section 3: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

### CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kevin B. Habicht, certify that:

1. I have reviewed this report on Form 10-Q of National Retail Properties, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles;

- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of the annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 2, 2017

/s/ Kevin B. Habicht

Date

Name: Kevin B. Habicht

Title: Chief Financial Officer

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## Section 4: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

### CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Julian E. Whitehurst, Chief Executive Officer and President, certifies, to the best of his knowledge, that (1) this Quarterly Report of National Retail Properties, Inc. ("NNN") on Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (this "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in this Report fairly presents, in all material respects, the financial condition of NNN as of September 30, 2017 and December 31, 2016 and its results of operations for the quarters and nine months ended September 30, 2017 and 2016.

November 2, 2017

/s/ Julian E. Whitehurst

Date

Name: Julian E. Whitehurst

Title: Chief Executive Officer and President

A signed original of this written statement required by Section 906 has been provided to NNN and will be retained by NNN and furnished to the Securities and Exchange Commission or its staff upon request.

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## Section 5: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

**CERTIFICATION PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Kevin B. Habicht, Chief Financial Officer, certifies, to the best of his knowledge, that (1) this Quarterly Report of National Retail Properties, Inc. (“NNN”) on Form 10-Q for the period ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (this “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in this Report fairly presents, in all material respects, the financial condition of NNN as of September 30, 2017 and December 31, 2016 and its results of operations for the quarters and nine months ended September 30, 2017 and 2016.

November 2, 2017

/s/ Kevin B. Habicht

Date

Name: Kevin B. Habicht

Title: Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to NNN and will be retained by NNN and furnished to the Securities and Exchange Commission or its staff upon request.

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