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

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 11, 2019**

**NATIONAL RETAIL PROPERTIES, INC.**

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

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

**001-11290**  
**(Commission  
File Number)**

**56-1431377**  
**(IRS Employer  
Identification No.)**

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

**32801**  
**(Zip Code)**

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

**Not applicable**  
**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 11, 2019, the Board of Directors (the “Board”) of National Retail Properties, Inc. (the “Company”) appointed, pursuant to the recommendation of the Governance and Nominating Committee, Betsy D. Holden to the Board of the Company, effective February 11, 2019.

Ms. Holden, 63, is a Senior Advisor to McKinsey & Company and served as President, Global Marketing and Category Development as well as Co-Chief Executive Officer of Kraft Foods, Inc. Ms. Holden has extensive corporate governance experience having served on the board of directors of eight public companies over the last 20 years. Ms. Holden currently serves on the board of directors of Dentsply Sirona and Western Union as well as Lyons Magnus, a private company. She is also a member of the executive committee of Duke University’s Board of Trustees and serves on the Global Advisory Board of Northwestern University’s Kellogg School of Management.

The Board is expected to appoint Ms. Holden to serve on both the Audit Committee and Compensation Committee.

Ms. Holden was awarded \$54,500 in cash and stock at the effective date of her appointment to the Board. No other plan, contract or other arrangement was entered into at the time of her appointment or otherwise exists between Ms. Holden and the Company.

**Item 7.01. Regulation FD Disclosure.**

On February 11, 2019, the Company issued a press release announcing the appointment of Ms. Holden described above in Item 5.02. The press release is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (“Exchange Act”) or otherwise subject to the liabilities of such section, nor shall such information be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

(d) Exhibits.

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht  
Name: Kevin B. Habicht  
Title: Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary and Treasurer

Dated: February 11, 2019

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## Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



### NEWS RELEASE

For information contact:  
Kevin B. Habicht  
Chief Financial Officer  
(407) 265-7348

FOR IMMEDIATE RELEASE  
February 11, 2019

### **BETSY D. HOLDEN APPOINTED TO BOARD OF DIRECTORS OF NATIONAL RETAIL PROPERTIES, INC.**

**Orlando, Florida, February 11, 2019** - National Retail Properties, Inc. (NYSE: NNN), a real estate investment trust, today announced that Betsy D. Holden was appointed to the Board of Directors.

“I am honored to welcome Betsy Holden to the Board of Directors of National Retail Properties. Betsy’s background and experience, as a former co-CEO of Kraft Foods, Inc. and as a Senior Advisor at McKinsey & Company, will bring tremendous value to National Retail Properties in the areas of strategy, governance and consumer retailing. I very much look forward to working with Betsy as she assumes her role on our Board,” said Jay Whitehurst, President and Chief Executive Officer.

“I am pleased to join Jay in welcoming Betsy Holden to the Board of Directors of National Retail Properties. Betsy’s talents and extensive corporate leadership experience will further strengthen our Board as we continue to grow long-term shareholder value,”

said Don DeFosset, Chairman.

Ms. Holden is a Senior Advisor to McKinsey & Company and served as President, Global Marketing and Category Development as well as Co-Chief Executive Officer of Kraft Foods, Inc. Ms. Holden has extensive corporate governance experience having served on the board of directors of eight public companies over the last 20 years. Ms. Holden currently serves on the boards of Dentsply Sirona and Western Union as well as Lyons Magnus, a private company. She is also a member of the executive committee of Duke University's Board of Trustees and serves on the Global Advisory Board of Northwestern University's Kellogg School of Management.

450 S. Orange Ave., Suite 900 Orlando, FL 32801  
(800) NNN-REIT [www.nnnreit.com](http://www.nnnreit.com)



National Retail Properties invests primarily in high-quality retail properties subject generally to long-term, net leases. As of September 30, 2018, the company owned 2,847 properties in 48 states with a gross leasable area of approximately 29.7 million square feet with a weighted average remaining lease term of 11.4 years. For more information on the company, visit [www.nnnreit.com](http://www.nnnreit.com).

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