STAG Industrial, Inc.
Form FWP
October 26, 2011

Issuer Free Writing Prospectus

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October 26, 2011

Pricing Term Sheet

STAG Industrial, Inc.

9.0% Series A Cumulative Redeemable Preferred Stock

(Liquidation Preference $25.00 per Share)

October 26, 2011

Issuer:	STAG Industrial, Inc.
Security:	9.0% Series A Cumulative Redeemable Preferred Stock (Series A Preferred Stock)
Number of Shares:	2,400,000 shares (2,760,000 shares if the underwriters over-allotment option is exercised in full)
Public Offering Price:	$25.00 liquidation preference per share; $60,000,000 total (not including the underwriters option to purchase additional shares)
Underwriting Discounts and Commissions:	$0.7875 per share; $1,890,000 total (not including the underwriters option to purchase additional shares)
Maturity Date:	Perpetual (unless redeemed by the Issuer on or after November 2, 2016 or pursuant to its special optional redemption right, or converted by a holder in connection with a Change of Control)
Pricing Date:	October 26, 2011
Settlement Date:	November 2, 2011 (T + 5)
Liquidation Preference:	$25.00 per share, plus accrued and unpaid dividends
Dividend Rate:	9.0% per annum of the $25.00 per share liquidation preference (equivalent to a fixed annual rate of $2.25 per share), accruing from November 2, 2011
Dividend Payment Dates:	

	Quarterly on or about the last day of March, June, September and December of each year, beginning on December 30, 2011
Optional Redemption:	On and after November 2, 2016, the Issuer may, at its option, redeem the Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price of $25.00 per share, plus any accrued and unpaid dividends up to but excluding the redemption date (subject to the special optional redemption right described below).
Special Optional Redemption:	Upon the occurrence of a Change of Control , the Issuer may, at its option, redeem the Series A Preferred Stock, in whole or in part within 120 days after the first date on which such Change of Control occurred, by paying $25.00 per share, plus any accrued and unpaid dividends to, but not including, the date of redemption. If, prior to the Change of Control Conversion Date, the Issuer exercises any of its redemption rights relating to the Series A Preferred Stock (whether the optional redemption right or the special optional redemption right), the holders of Series A Preferred Stock will not have the conversion rights described below.
Change of Control:	A Change of Control is when, after the original issuance of the Series A Preferred Stock, the following have occurred and are continuing:

- the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of stock of the Issuer entitling that person to exercise more than 50% of the total voting power of all stock of the Issuer entitled to vote generally in the election of the Issuer s directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

- following the closing of any transaction referred to in the bullet point above, neither the Issuer nor the acquiring or surviving entity has a class of common securities (or ADRs representing such securities) listed on the New York Stock Exchange, or the NYSE, the NYSE Amex, or the NYSE Amex, or the NASDAQ Stock Market, or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or NASDAQ.

Conversion Rights:

Upon the occurrence of a Change of Control, each holder of Series A Preferred Stock will have the right (unless, prior to the Change of Control Conversion Date, the Issuer has provided or provides notice of its election to redeem the Series A Preferred Stock) to convert some or all of the Series A Preferred Stock held by such holder on the Change of Control Conversion Date into a number of shares of the Issuer s common stock per share of Series A Preferred Stock to be converted equal to the lesser of:

- the quotient obtained by dividing (i) the sum of the $25.00 liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series A Preferred Stock dividend payment and prior to the corresponding Series A Preferred Stock dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Stock Price; and

- 7.8691 (i.e., the Share Cap), subject to certain adjustments;

subject, in each case, to provisions for the receipt of alternative consideration as described in the preliminary prospectus.

The Share Cap is subject to pro rata adjustments for any share splits (including those effected pursuant to a distribution of the Issuer s common stock), subdivisions or combinations (in each case, a Share Split) with respect to the Issuer s common stock as described in the preliminary prospectus.

If, prior to the Change of Control Conversion Date, the Issuer has provided a redemption notice, whether pursuant to its special optional redemption right in connection with a Change of Control or its optional redemption right, holders of Series A Preferred Stock will not have any right to convert Series A Preferred Stock in connection with the Change of Control Conversion Right and any shares Series A Preferred Stock selected for redemption that have been tendered for conversion will be redeemed on the related date of redemption instead of converted on the Change of Control Conversion Date.

The Change of Control Conversion Date is the date the Series A Preferred Stock is to be converted, which will be a business day that is no fewer than 20 days nor more than 35 days after the date on which the Issuer provides the required notice of the occurrence of a Change of Control to the holders of Series A Preferred Stock.

The Common Stock Price will be (i) if the consideration to be received in the Change of Control by the holders of the Issuer s common stock is solely cash, the amount of cash consideration per share of the Issuer s common stock or (ii) if the consideration to be received in the Change of Control by holders of the Issuer s common stock is other than solely cash (x) the average of the closing sale prices per share of the Issuer s common stock (or, if no closing sale price is reported, the average of the closing bid and ask prices or, if more than one in either case, the average of the average closing bid and the average closing ask prices) for the ten consecutive trading days immediately preceding, but not including, the effective date of the Change of Control as reported on the principal U.S. securities exchange on which the Issuer s common stock is then traded, or (y) the average of the last quoted bid prices for the

	Issuer s common stock in the over-the-counter market as reported by OTC Markets Group, Inc. or similar organization for the ten consecutive trading days immediately preceding, but not including, the effective date of the Change of Control, if the Issuer s common stock is not then listed for trading on a U.S. securities exchange.
CUSIP/ISIN:	85254J 201/ US85254J2015
Listing:	The Issuer intends to file an application to list the Series A Preferred Stock on the NYSE under the symbol STAG Pr A . If the application is approved, trading of the Series A Preferred Stock on the NYSE is expected to commence within 30 days after the date of initial delivery of the Series A Preferred Stock.
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated, Raymond James & Associates, Inc., UBS Securities LLC and Wells Fargo Securities, LLC
Lead Manager:	RBC Capital Markets, LLC
Co-Manager:	Keefe, Bruyette & Woods, Inc.

This communication is intended for the sole use of the person to whom it is provided by the sender.

The Issuer has filed a registration statement (including a preliminary prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or emailing: dg.prospectus_requests@baml.com, Raymond James & Associates, Inc. toll-free at 1-800-248-8863 or emailing: prospectus@raymondjames.com, UBS Securities LLC toll-free at 1-877-827-6444, ext. 561 3884 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897 or emailing: cmClientsupport@wellsfargo.com.