

Edgar Filing: COMMERCIAL NET LEASE REALTY INC - Form 8-K

COMMERCIAL NET LEASE REALTY INC  
Form 8-K  
December 03, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): December 1, 2001

COMMERCIAL NET LEASE REALTY, INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Maryland<br>(State or Other Jurisdiction<br>of Incorporation) | 0-12989<br>(Commission File Number) | 56-1431377<br>(IRS Employer Identification<br>Number) |
|---|-------------------------------------|---|

|   |                              |
|---|------------------------------|
| 450 South Orange Avenue, Suite 900<br>-----<br>(Address of Principal Executive Offices) | 32801<br>-----<br>(Zip Code) |
|---|------------------------------|

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

Not Applicable  
-----  
(Former name or former address, if changed since last report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On December 1, 2001, Commercial Net Lease Realty, Inc., a Maryland corporation (the "Company") completed its acquisition of Captec Net Lease Realty, Inc., a Delaware corporation ("Captec") through the merger of Captec with and into the Company (the "Merger"), with the Company as the surviving corporation.

In connection with the Merger, the Company issues approximately 4.75 million shares of the Company's common stock and 2.2 million shares of the Company's preferred stock. In the Merger, each outstanding share of Captec common stock was exchanged for .4575 shares of the Company common stock, .2103469 shares of the Company's 9% Series A non-voting preferred stock and \$1.27 in cash. The Merger is expected to be tax-free to the Company and Captec. Captec stockholders will recognize income for federal tax purposes only on the

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cash portion of the merger consideration.

A press release announcing the completion of the transactions is attached as an exhibit to this report and incorporated by references herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA INFORMATION AND EXHIBITS

(a) Financial Statements of Businesses Acquired.

The Company intends to file by amendment the required financial statements reflecting the acquisition of all of the issued and outstanding capital stock of Captec no later than 60 days after the date that this report on Form 8-K must be filed.

(b) Pro Forma Financial Information.

The Company intends to file by amendment the required pro forma financial statements reflecting the acquisition of all of the issued and outstanding capital stock of Captec no later than 60 days after the date that this report on Form 8-K must be filed.

(c) Exhibits

| Exhibit No.<br>----- | Description<br>-----                  |
|----------------------|---------------------------------------|
| 99.3                 | Press Release, Dated December 3, 2001 |

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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 hereunto duly authorized.

COMMERCIAL NET LEASE REALTY, INC.

By: /s/ Kevin B. Habicht  
-----  
Kevin B. Habicht  
Executive Vice President and Chief Financial  
Officer

Dated: December 3, 2001

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EXHIBIT INDEX

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| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| -----       | -----                                 |
| 99.3        | Press Release, Dated December 3, 2001 |