

STAG Industrial, Inc.  
Form 8-A12B  
April 11, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**STAG Industrial, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of incorporation or organization)

**27-3099608**

(I.R.S. Employer Identification No.)

**99 High Street, 28th Floor**

**Boston, Massachusetts 02110**

(Address and Zip Code of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

**6.625% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share**

**New York Stock Exchange**

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  o

Securities Act registration statement file number to which this form relates (if applicable): **File No. 333-181290**

Securities registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**ITEM 1. Description of the Registrant's Securities to be Registered**

STAG Industrial, Inc. (the Registrant) hereby incorporates by reference herein the description of its 6.625% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series B Preferred Stock), to be registered hereunder set forth under the heading "Description of Series B Preferred Stock" in the Registrant's prospectus supplement, dated April 9, 2013, to the prospectus, dated May 18, 2012 (the Prospectus), forming part of the Registrant's registration statement on Form S-3 (File No. 333-181290), as amended, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, and related information under the heading "Description of Capital Stock Preferred Stock" in the Prospectus. The Series B Preferred Stock is expected to be listed on the New York Stock Exchange.

**ITEM 2. Exhibits**

The documents listed below are filed as exhibits to this registration statement:

<b>Exhibit No.</b>	<b>Description</b>
3.1	Articles of Amendment and Restatement of STAG Industrial, Inc. (incorporated by reference to STAG Industrial, Inc.'s Annual Report on Form 10-K (File No. 001-34907) filed with the Securities and Exchange Commission on March 6, 2013).
3.2	Form of Articles Supplementary designating STAG Industrial, Inc.'s 6.625% Series B Cumulative Redeemable Preferred Stock
3.3	Amended and Restated Bylaws of STAG Industrial, Inc. (incorporated by reference to STAG Industrial, Inc.'s Registration Statement on Form S-11/A (File No. 333-168368) filed with the Securities and Exchange Commission on April 8, 2011).
4.1	Form of Certificate for STAG Industrial, Inc.'s 6.625% Series B Cumulative Redeemable Preferred Stock

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**STAG INDUSTRIAL, INC.**

Date: April 11, 2013

By:	/s/ Kathryn Arnone
Name:	Kathryn Arnone
Title:	Executive Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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