

Spirit Realty Capital, Inc.  
Form 8-K  
November 24, 2014

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):  
November 21, 2014

Spirit Realty Capital, Inc.  
(Exact name of registrant as specified in its charter)

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| Maryland  | 0001-36004               | 20-1676382                        |
| (State or other jurisdiction of<br>incorporation)                 | (Commission File Number) | (IRS Employer Identification No.) |
| 16767 North Perimeter Drive, Suite 210, Scottsdale, Arizona 85260 |                          |                                   |
| (Address of principal executive offices) (Zip Code)               |                          |                                   |
| (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 Instructions A.2.):

- 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 8.01 Other Events.

On November 21, 2014, Spirit Realty Capital, Inc. (“Spirit”) announced via press release that announced that it has launched and priced a private offering of \$510 million aggregate principal amount of net-lease mortgage notes to be issued by certain of its indirectly-owned, bankruptcy remote subsidiaries through its Spirit Master Funding securitization structure.

Spirit intends to use the proceeds from the sale of the notes for general corporate purposes, including repayment of borrowings by Spirit Realty, L.P. under its revolving line of credit, to fund fourth quarter 2014 acquisition activity and for general corporate purposes, including the payment of fees and expenses related to the offering.

The notes are being offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons in reliance on Regulation S under the Securities Act. The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any of the notes, nor shall there be any sale of the notes in any state or jurisdiction in which such offer, solicitation, or sale is unlawful. Any offers of the notes will be made only by means of a private offering memorandum.

The information in this Current Report, including the exhibit hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended or the Securities Exchange Act of 1934 (the “Exchange Act”), whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The inclusion of the presentation materials and the information contained therein in this filing will not be deemed an admission as to the materiality of any such information.

Statements in this Current Report on Form 8-K and in the press release furnished as Exhibit 99.1 hereto that are not strictly historical and are forward-looking statements under federal securities laws. These forward-looking statements are based upon the Spirit's present expectations, but these statements are not guaranteed to occur. For example, the fact that the offering described above has priced may imply that the offering will close, but closing is subject to conditions customary in transactions of this type and may be delayed or may not occur at all. Investors should not place undue reliance upon forward-looking statements. Spirit expressly disclaims any responsibility to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01 Financial Statements and Exhibits.

The exhibit furnished as part of this Current Report on Form 8-K is identified in the Exhibit Index immediately following the signature page of this report.

(d) Exhibits.

| Number | Exhibit                                     |
|--------|---|
| 99.1   | Master Funding 2014-4 Pricing Press Release |

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.

SPIRIT REALTY CAPITAL, INC.

By: /s/ Michael A. Bender  
Michael A. Bender  
Chief Financial Officer, Executive Vice President and Treasurer (Principal Financial and Accounting Officer)

Date: November 21, 2014

EXHIBIT INDEX

| Exhibit Number | Description                                 |
|----------------|---|
| 99.1           | Master Funding 2014-4 Pricing Press Release |