

NATIONAL RETAIL PROPERTIES, INC.

Form 8-K

February 09, 2012

**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 6, 2012

**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.)

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**450 South Orange Avenue**

**Suite 900**

**Orlando, Florida**

**(Address of principal executive offices)**

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

**32801**

**(Zip Code)**

**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 6, 2012, the Board of Directors (the Board) of National Retail Properties, Inc. (the Company) appointed, pursuant to the recommendation of the Governance and Nominating Committee, Edward J. Fritsch to the Board of the Company, effective February 9, 2012. Mr. Fritsch, 53, is President, Chief Executive Officer and Director of Highwoods Properties, Inc. (Highwoods), a real estate investment trust publicly traded on the New York Stock Exchange. Joining Highwoods in 1982, Mr. Fritsch was a partner in the predecessor firm that launched Highwoods' initial public offering in 1994. In 2004, Mr. Fritsch assumed the role of Chief Executive Officer. He is a member of the National Association of Real Estate Investment Trusts (NAREIT) Board of Governors and serves on its Executive Committee; Director and immediate past President of the YMCA of the Triangle; Director and audit committee member of Capital Associated Industries, Inc.; member of Wells Fargo's Central Regional Advisory Board; steering committee member of Raleigh Diocesan Cathedral Campus Project; member of the University of North Carolina at Chapel Hill Foundation Board; Director of the University of North Carolina at Chapel Hill Real Estate Holdings; Ravenscroft Board of Trustees and past Chair of the University of North Carolina Board of Visitors. Mr. Fritsch received an undergraduate degree in Business Administration from the University of North Carolina at Chapel Hill.

The Board is expected to appoint Mr. Fritsch to serve on the Audit Committee and Compensation Committee.

Mr. Fritsch was awarded \$32,500 in stock at the effective date of his appointment to the Board. No other plan, contract or other arrangement was entered into at the time of his appointment.

**Item 7.01. Regulation FD Disclosure.**

On February 9, 2012, the Company issued a press release announcing the appointment of Mr. Fritsch 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.

99.1 Press Release, dated February 9, 2012

**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 9, 2012