

Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on February 11, 2021

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VEREIT, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

45-2482685
(I.R.S. Employer Identification No.)

2325 E. Camelback Road, 9th Floor
Phoenix, AZ
(Address of Principal Executive Offices)

85016
(Zip Code)

VEREIT, Inc. Equity Plan
(f/k/a American Realty Capital Properties, Inc. Equity Plan)
(Full Title of the Plans)

Glenn J. Rufrano
Chief Executive Officer
VEREIT, Inc.
2325 E. Camelback Road, 9th Floor
Phoenix, Arizona 85016
(800) 606-3610
(Name, Address, including Zip Code and Telephone Number,
including Area Code, of Agent for Service)

With copy to:

Gilbert G. Menna
David H. Roberts
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Lauren Goldberg
Executive Vice President, General Counsel and Secretary
VEREIT, Inc.
2325 E. Camelback Road, 9th Floor
Phoenix, Arizona 85016
(800) 606-3610

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee(3)
Common Stock, par value \$0.01 per share	1,090,000	\$37.74	\$41,136,600	\$4,488

- (1) This Registration Statement covers an additional 1,090,000 shares of the common stock, par value \$0.01 per share (the “Common Stock”), of VEREIT, Inc. (the “Registrant”) available for issuance under the VEREIT, Inc. Equity Plan (f/k/a American Realty Capital Properties, Inc. Equity Plan) (the “Plan”). On December 17, 2020, the Registrant completed a one-for-five reverse stock split of its shares of Common Stock effective after markets closed on December 17, 2020 whereby every five shares of the Registrant's issued and outstanding shares of Common Stock, \$0.01 par value per share, were converted into one share of the Registrant's Common Stock, \$0.01 par value per share. The Registrant's Common Stock began trading on the NYSE on a split-adjusted basis beginning on December 18, 2020. This registration statement shall, in accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), be deemed to cover such additional shares as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Calculated solely for purposes of this offering in accordance with Rules 457(c) and 457(h) of the Securities Act, on the basis of the average of the high and low selling prices per share of Common Stock on February 10, 2021, as reported on the New York Stock Exchange.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of an additional 1,090,000 shares of Common Stock under the Plan. A prior registration statement on Form S-8 was previously filed by the Registrant on September 7, 2011 (Registration No. 333-176714) and November 27, 2013 (Registration No. 333-192587) (collectively, the “Prior Registration Statements”) for the existing securities under the Plan.

EXPLANATORY NOTE

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Prior Registration Statements are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 1,090,000 shares of Common Stock, which may be awarded under the Plan.

PART I

Information required by Part I contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Introductory Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the U.S. Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference:

- the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Commission on February 26, 2020;
- the Registrant's Definitive Proxy Statement on Schedule 14A of VEREIT, Inc. filed with the Commission on April 7, 2020 (solely to the extent specifically incorporated by reference into the 2019 Form 10-K);
- the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 filed with the Commission on May 20, 2020, as amended by Form 10-Q/A filed with the Commission on May 21, 2020;
- the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 filed with the Commission on August 6, 2020;
- the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 filed with the Commission on November 5, 2020;
- the Registrant's Current Reports on Form 8-K, filed with the Commission on April 20, 2020 (solely with respect to Item 8.01), May 28, 2020 (excluding Item 7.01), June 17, 2020 (solely with respect to Item 8.01), June 19, 2020, June 29, 2020, July 14, 2020, August 20, 2020, September 8, 2020, September 28, 2020, November 10, 2020, November 17, 2020, December 2, 2020 (excluding Item 7.01), December 17, 2020, and January 5, 2021 (excluding Item 7.01); and
- the description of the Registrant's Common Stock set forth in the Registrant's Registration Statement on Form 8-A, filed with the Commission on July 28, 2015, as updated by Exhibit 4.20 to the 2019 Form 10-K.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than any such documents or portions thereof that are not deemed to be filed), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Amendment and Restatement of VEREIT, Inc. (Incorporated by reference to the Registrant's Pre-Effective Amendment No. 5 to Form S-11 (Registration No. 333-172205), filed with the Commission on July 5, 2011).
4.2	Articles Supplementary Relating to the Series A Convertible Preferred Stock of VEREIT, Inc., dated May 10, 2012 (Incorporated by reference to the Registrant's Form 8-K (File No. 001-35263), filed with the Commission on May 15, 2012).
4.3	Articles Supplementary Relating to the Series B Convertible Preferred Stock of VEREIT, Inc., dated July 24, 2012 (Incorporated by reference to the Registrant's Form 8-K (File No. 001-35263), filed with the Commission on July 30, 2012).
4.4	Articles Supplementary for the Series C Convertible Preferred Stock of VEREIT, Inc., dated June 6, 2013 (Incorporated by reference to the Registrant's Form 8-K (File No. 001-35263), filed with the Commission on June 12, 2013).
4.5	Articles of Amendment to Articles of Amendment and Restatement of VEREIT, Inc., effective July 2, 2013 (Incorporated by reference to the Registrant's Form 8-K (File No. 001-35263), filed with the Commission on July 9, 2013).
4.6	Articles Supplementary for the Series D Cumulative Convertible Preferred Stock of VEREIT, Inc., filed November 8, 2013 (Incorporated by reference to the Registrant's Form 8-K (File No. 001-35263), filed with the Commission on November 15, 2013).
4.7	Articles of Amendment to Articles of Amendment and Restatement of VEREIT, Inc., effective December 9, 2013 (Incorporated by reference to the Registrant's Amended Current Report on Form 8-K/A (File No. 001-35263), filed with the Commission on December 20, 2013).
4.8	Articles Supplementary Relating to the 6.70% Series F Cumulative Redeemable Preferred Stock of VEREIT, Inc., dated January 2, 2014 (Incorporated by reference to the Registrant's Registration Statement on Form 8-A (File No. 333-190056), filed with the Commission on January 3, 2014).
4.9	Articles of Amendment to Articles of Amendment and Restatement of VEREIT, Inc., dated July 28, 2015 (Incorporated by reference to the Registrant's Form 8-K (File No. 001-35263), filed with the Commission on July 28, 2015).
4.10	Articles Supplementary to Articles of Amendment and Restatement of VEREIT, Inc., dated August 5, 2015 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q (File No. 001-35263), for the quarter ended June 30, 2015 filed with the Commission on August 6, 2015).
4.11	Articles of Amendment of VEREIT, Inc., dated December 11, 2020 and effective December 17, 2020 (Incorporated by reference to the Registrant's Current Report on Form 8-K (File Nos. 001-35263 and 333-197780), filed with the Commission on December 17, 2020).
4.12	Articles of Amendment of VEREIT, Inc., dated December 11, 2020 and effective December 17, 2020 (Incorporated by reference to the Registrant's Current Report on Form 8-K (File Nos. 001-35263 and 333-197780), filed with the Commission on December 17, 2020).
4.13	Amended and Restated Bylaws of VEREIT, Inc., effective as of January 1, 2016 (Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q (File No. 001-35263), for the quarter ended September 30, 2015 filed with the Commission on November 5, 2015).
5.1*	Opinion of Venable LLP
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Deloitte & Touche LLP
23.3*	Consent of Venable LLP (Included in Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page of this Registration Statement)
99.1	VEREIT, Inc. Equity Plan (f/k/a American Realty Capital Properties, Inc. Equity Plan) (Incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-176714), filed with the Commission on September 7, 2011).
99.2	First Amendment to VEREIT, Inc.'s Equity Plan, effective November 12, 2012 (Incorporated by reference to the Registrant's Annual Report on Form 10-K (File No. 001-35263), for the year ended December 31, 2014 filed with the Commission on March 30, 2015).
99.3	Second Amendment to VEREIT, Inc.'s Equity Plan, effective February 28, 2013 (Incorporated by reference to the Registrant's Annual Report on Form 10-K (File No. 001-35263), for the year ended December 31, 2014 filed with the Commission on March 30, 2015).

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on this 11th day of February, 2021.

VEREIT, INC.

By: /s/ Michael J. Bartolotta

Michael J. Bartolotta

Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints each of Glenn J. Rufrano, Michael J. Bartolotta and Lauren Goldberg, with the power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her in his or her name, place and stead, in any and all capacities to sign this Registration Statement on Form S-8 of the Registrant and any and all amendments or post-effective amendments to this Registration Statement, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, and in connection with any registration of additional securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to sign any abbreviated registration statements and any and all amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, in each case, with the U.S. Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might, or could, do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Glenn J. Rufrano</u> Glenn J. Rufrano	Chief Executive Officer (Principal Executive Officer and Director)	February 11, 2021
<u>/s/ Michael J. Bartolotta</u> Michael J. Bartolotta	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 11, 2021
<u>/s/ Gavin B. Brandon</u> Gavin B. Brandon	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 11, 2021
<u>/s/ Hugh R. Frater</u> Hugh R. Frater	Director and Non-Executive Chairman	February 11, 2021
<u>/s/ David B. Henry</u> David B. Henry	Director	February 11, 2021
<u>/s/ Mary Hogan Preusse</u> Mary Hogan Preusse	Director	February 11, 2021
<u>/s/ Richard J. Lieb</u> Richard J. Lieb	Director	February 11, 2021
<u>/s/ Eugene A. Pinover</u> Eugene A. Pinover	Director	February 11, 2021
<u>/s/ Julie G. Richardson</u> Julie G. Richardson	Director	February 11, 2021

[\(Back To Top\)](#)

Section 2: EX-5.1 (EX-5.1)

February 11, 2021

VEREIT, Inc.
2325 East Camelback Road
9th Floor
Phoenix, Arizona 85016

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to VEREIT, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the registration of up to an additional 1,090,000 shares (the “Shares”) of common stock, par value \$0.01 per share, of the Company (the “Common Stock”), which will be issued from time to time pursuant to the VEREIT, Inc. Equity Plan (the “Plan”). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement;
2. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the issuance of the Shares (the “Resolutions”), certified as of the date hereof by an officer of the Company;
6. The Plan;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and

8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of any restriction or limitation contained in Section 4.07 of Article 4 of the Charter or in the Plan.

6. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

7. Each option, restricted stock unit, right or other security exercisable or exchangeable for a Share pursuant to the Plan (each, an "Option") will be duly authorized and validly granted in accordance with the Plan and exercised or exchanged in accordance with the terms of the Plan, including any stock option agreement, restricted stock agreement or other form of award agreement entered into in connection therewith, at the time of any exercise or exchange of such Option.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued in accordance with the Registration Statement, the Resolutions, the Plan and any stock option agreement, restricted stock agreement or other form of award agreement utilized under the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning federal law or the laws of any other state. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/Venable LLP

[\(Back To Top\)](#)

Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2020 relating to the financial statements of VEREIT, Inc. and subsidiaries and the effectiveness of VEREIT, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of VEREIT, Inc. for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

Phoenix, Arizona
February 11, 2021

[\(Back To Top\)](#)

Section 4: EX-23.2 (EX-23.2)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2020 relating to the financial statements of VEREIT Operating Partnership, L.P. and subsidiaries, appearing in the Annual Report on Form 10-K of VEREIT Operating Partnership, L.P. for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

Phoenix, Arizona
February 11, 2021

[\(Back To Top\)](#)