

Section 1: 10-Q/A (10-Q/A)

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

**FORM 10-Q/A
Amendment No. 1**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **March 31, 2020**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission file numbers: 001-35263 and 333-197780

**VEREIT, Inc.
VEREIT Operating Partnership, L.P.**

(Exact name of registrant as specified in its charter)

Maryland	(VEREIT, Inc.)	45-2482685
Delaware	(VEREIT Operating Partnership, L.P.)	45-1255683

(State or other jurisdiction of incorporation or organization)

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

2325 E. Camelback Road, 9th Floor	Phoenix	AZ
(Address of principal executive offices)		
85016		
(Zip Code)		

(800) 606-3610

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<i>Title of each class:</i>	<i>Trading Symbol(s):</i>	<i>Name of each exchange on which registered:</i>
Common Stock	\$0.01 par value per share (VEREIT, Inc.)	VER
6.70% Series F Cumulative Redeemable Preferred Stock	\$0.01 par value per share (VEREIT, Inc.)	VER PRF

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. VEREIT, Inc. Yes No VEREIT Operating Partnership, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). VEREIT, Inc. Yes No VEREIT Operating Partnership, L.P. Yes No

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.

VEREIT, Inc.	Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
	Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		
VEREIT Operating Partnership, L.P.	Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input checked="" type="checkbox"/>
	Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		

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 pursuant to Section 13(a) of the Exchange Act. VEREIT, Inc. VEREIT Operating Partnership, L.P.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

VEREIT, Inc. Yes No VEREIT Operating Partnership, L.P. Yes No

There were 1,077,848,554 shares of common stock of VEREIT, Inc. outstanding as of May 14, 2020.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 (the "Amendment") to the Quarterly Report on Form 10-Q of VEREIT, Inc., a Maryland corporation and VEREIT Operating Partnership, L.P., a Delaware limited partnership of which VEREIT, Inc. is the sole general partner for the quarter ended March 31, 2020 that was filed with the U.S. Securities and Exchange Commission (the "SEC") on May 20, 2020 (the "Form 10-Q") is to add this Explanatory Note which was inadvertently omitted from the Form 10-Q. As previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on April 20, 2020, in accordance with the SEC's "Order under Section 36 of the Securities Exchange Act of 1934 Modifying Exemptions From the Reporting and Proxy Delivery Requirements for Public Companies" dated March 25, 2020 (Release No. 34-88465) (the "Order"), the Company relied on the relief provided by the Order to briefly delay the filing of its Form 10-Q due to circumstances related to the coronavirus (COVID-19). Specifically, the Company disclosed that due to the impact of COVID-19 on the Company, its employees and its tenants, including the impact of the Company's work from home policy it implemented to protect its employees, the Company's routine quarterly close process slowed and caused a brief delay in its ability to file the Form 10-Q. The Company disclosed it expected to file, and it did file, its Form 10-Q on May 20, 2020 (which was within the permitted timeframe of the Order).

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company is including in this Amendment certifications from its Chief Executive Officer and Chief Financial Officer as required by Rule 13a-14(a) or Rule 15d-14 (a) of the Exchange Act as exhibits to this Amendment. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. We are not including the certifications under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment.

This Amendment does not modify or update in any way the disclosures contained in or exhibits filed or furnished with the Form 10-Q other than as set forth above. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Form 10-Q.

Item 6. Exhibits

Exhibit No.	Description
31.1*	<u>Certification of the Chief Executive Officer of VEREIT, Inc. pursuant to Securities Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of the Chief Financial Officer of VEREIT, Inc. pursuant to Securities Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.3*	<u>Certification of the Chief Executive Officer of VEREIT, Inc., the sole general partner of VEREIT Operating Partnership, L.P., pursuant to Securities Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.4*	<u>Certification of the Chief Financial Officer of VEREIT, Inc., the sole general partner of VEREIT Operating Partnership, L.P., pursuant to Securities Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each registrant has duly caused this Amendment No. 1 to the Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

VEREIT, INC.

By: /s/ Michael J. Bartolotta

Michael J. Bartolotta

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

VEREIT OPERATING PARTNERSHIP, L.P.

By: VEREIT, Inc., its sole general partner

By: /s/ Michael J. Bartolotta

Michael J. Bartolotta

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Dated: May 20, 2020

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Section 2: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

**VEREIT, INC.
CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn J. Rufrano, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of VEREIT, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 20, 2020

/s/ Glenn J. Rufrano

Glenn J. Rufrano

Chief Executive Officer

(Principal Executive Officer)

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Section 3: EX-31.2 (EXHIBIT 31.2)

VEREIT, INC.
CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Bartolotta, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of VEREIT, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 20, 2020

/s/ Michael J. Bartolotta

Michael J. Bartolotta

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

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Section 4: EX-31.3 (EXHIBIT 31.3)

Exhibit 31.3

VEREIT OPERATING PARTNERSHIP, L.P.
CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Glenn J. Rufrano, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of VEREIT Operating Partnership, L.P.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 20, 2020

/s/ Glenn J. Rufrano

Glenn J. Rufrano

Chief Executive Officer of VEREIT, Inc., the sole general partner
of VEREIT Operating Partnership, L.P.

(Principal Executive Officer)

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Section 5: EX-31.4 (EXHIBIT 31.4)

Exhibit 31.4

**VEREIT OPERATING PARTNERSHIP, L.P.
CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael J. Bartolotta, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q of VEREIT Operating Partnership, L.P.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 20, 2020

/s/ Michael J. Bartolotta

Michael J. Bartolotta

Executive Vice President and Chief Financial Officer of

VEREIT, Inc., the sole general partner of VEREIT Operating Partnership, L.P.
(Principal Financial Officer)

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