

NATIONAL RETAIL PROPERTIES, INC.

Form 424B5

October 04, 2016

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-202237**

SUBJECT TO COMPLETION, DATED OCTOBER 4, 2016

PROSPECTUS SUPPLEMENT

(To Prospectus dated February 23, 2015)

Depository Shares

Each Representing a 1/100th Interest in a Share of

% Series F Cumulative Redeemable Preferred Stock

(Liquidation Preference Equivalent to \$25.00 per Depository Share)

We are offering depository shares each representing a 1/100th interest in a share of our % Series F Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series F Preferred Stock). The liquidation preference of each share of the Series F Preferred Stock is \$2,500.00 per share (equivalent to \$25.00 per depository share).

We will pay cumulative cash dividends on the Series F Preferred Stock underlying the depository shares in the amount of \$ per depository share each year, which equals a dividend rate of % of the \$25.00 liquidation preference per depository share. Dividends on the Series F Preferred Stock will be payable quarterly in arrears on or about March 15, June 15, September 15 and December 15 of each year (or, if not a business day, the next succeeding business day). The first dividend on the Series F Preferred Stock underlying the depository shares sold in this offering will be payable on December 15, 2016 and represents a dividend equivalent of \$ per depository share.

Generally, we may not redeem the Series F Preferred Stock (or the depository shares) until , 2021, except in limited circumstances to preserve our status as a real estate investment trust (REIT). On and after , 2021, we may, at our option, redeem the Series F Preferred Stock (and the depository shares), in whole or in part, from time to time, in cash at a redemption price of \$2,500.00 per share (equivalent to \$25.00 per depository share), plus any

accrued and unpaid dividends to, but not including, the date of redemption. In addition, upon the occurrence of a Change of Control (as defined herein), as a result of which neither our common stock, par value \$0.01 per share (the common stock), nor the common securities of the acquiring or surviving entity (or American Depositary Receipts (ADRs) representing such securities) is listed on the New York Stock Exchange, Inc. (the NYSE), the NYSE MKT LLC (the NYSE MKT), or The NASDAQ Stock Market (NASDAQ), or listed or quoted on a successor exchange or quotation system, we may, at our option, redeem the Series F Preferred Stock (and the depositary shares), in whole or in part within 120 days after the first date on which such Change of Control occurred, by paying \$2,500.00 per share (equivalent to \$25.00 per depositary share), plus any accrued and unpaid dividends to, but not including, the date of redemption. If we exercise any of our redemption rights relating to the Series F Preferred Stock (and depositary shares), the holders will not have the conversion right described below. The Series F Preferred Stock has no maturity and will remain outstanding indefinitely unless redeemed or otherwise repurchased or converted into common stock in connection with a Change of Control.

Upon the occurrence of a Change of Control, as a result of which neither our common stock nor the common securities of the acquiring or surviving entity (or ADRs representing such securities) is listed on the NYSE, the NYSE MKT or NASDAQ or listed or quoted on a successor exchange or quotation system, each holder of depositary shares representing interests in the Series F Preferred Stock will have the right (unless, prior to the Change of Control Conversion Date (as defined herein), we have provided or provide notice of our election to redeem the Series F Preferred Stock (and depositary shares)) to direct the depositary, on such holder's behalf, to convert some or all of the Series F Preferred Stock underlying the depositary shares held by such holder on the Change of Control Conversion Date into a number of shares of our common stock per share of Series F Preferred Stock to be converted equal to the lesser of:

the quotient obtained by dividing (i) the sum of the \$2,500.00 per share (equivalent to \$25.00 per depositary share) liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series F Preferred Stock dividend payment and prior to the corresponding Series F Preferred Stock dividend payment date, in which case no additional amount for such accrued and unpaid dividends will be included in this sum) by (ii) the Common Stock Price (as defined herein); and

(equivalent to _____ per depositary share) (the Share Cap), subject to certain adjustments; subject, in each case, to an aggregate cap on the total number of shares of common stock issuable upon exercise of the Change of Control Conversion Right (as defined herein) and to provisions for the receipt of alternative consideration as described in this prospectus supplement. Because each depositary share represents a 1/100th interest in a share of the Series F Preferred Stock, the number of shares of common stock ultimately received for each depositary share will be equal to the number of shares of common stock received upon conversion of each share of Series F Preferred Stock divided by 100. In the event that the conversion would result in the issuance of fractional shares of common stock, we will pay the holder of depositary shares cash in lieu of such fractional shares.

We intend to apply to list the depositary shares on the NYSE under the symbol NNNPRF. If our application is approved, we expect trading of the depositary shares on the NYSE to commence within the 30-day period after the initial delivery of the depositary shares. Our common stock is listed on the NYSE under the symbol NNN. On October 3, 2016, the last reported sales price for our common stock on the NYSE was \$50.19 per share.

Investing in the depositary shares and the underlying Series F Preferred Stock involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement and page 6 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which is incorporated herein by reference.

	Per	Total ⁽²⁾
	Depository Share	
Public Offering Price ⁽¹⁾	\$	\$
Underwriting Discount	\$	\$
Proceeds to National Retail Properties, Inc. (before expenses)	\$	\$

(1) Plus accrued dividends, if any, from October , 2016.

(2) Assumes no exercise of the underwriters' option to purchase additional depositary shares described below. We have granted the underwriters an option to purchase up to additional depositary shares within 30 days from the date of this prospectus supplement at the public offering price per depositary share, less the underwriting discount, solely to cover over-allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares of Series F Preferred Stock represented by the depositary shares will be deposited with American Stock Transfer & Trust Company, as depositary. As a holder of depositary shares, you will be entitled to all proportional rights, preferences and privileges of the Series F Preferred Stock represented thereby, including dividend, voting, redemption, conversion and liquidation rights and preferences. Holders of depositary shares representing interests in the Series F Preferred Stock generally have no voting rights, except if we fail to pay dividends for six or more quarterly periods, whether or not declared or consecutive, or as required by law. The Series F Preferred Stock is not subject to any sinking fund. The Series F Preferred Stock will rank senior to our common stock with respect to dividend rights and rights upon liquidation, dissolution or winding up.

The underwriters expect to deliver the depositary shares to purchasers on or about October , 2016 through the book-entry facilities of The Depository Trust Company.

Joint Book-Running Managers

Wells Fargo Securities

BofA Merrill Lynch
Senior Co-Managers

Morgan Stanley

Citigroup

Raymond James

RBC Capital Markets

Stifel

The date of this prospectus supplement is October , 2016.

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ABOUT THIS PROSPECTUS SUPPLEMENT

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus we may authorize to be delivered to you. We have not, and the underwriters have not, authorized anyone to provide you with different or additional information. If anyone provides you with different or inconsistent information, you should not rely on it. We and the underwriters are offering to sell, and seeking offers to buy, the securities only in jurisdictions where offers and sales are permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus or the documents incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

This document is in two parts. The first part is this prospectus supplement, which adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or any document incorporated by reference that is filed with the SEC prior to the date of this prospectus supplement, the information in this prospectus supplement will supersede such information. In addition, any statement in a filing we make with the SEC that adds to, updates or changes information contained in an earlier filing we made with the SEC shall be deemed to modify and supersede such information contained in the earlier filing.

In this prospectus supplement, the words we, our, ours and us refer to National Retail Properties, Inc. and its subsidiaries and joint ventures, unless the context indicates otherwise.

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FORWARD-LOOKING STATEMENTS

Statements contained in this prospectus supplement and the accompanying prospectus, including the documents that are incorporated by reference, that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Also, when we use any of the words anticipate, assume, believe, estimate, expect, intend, or similar expressions, we are making forward-looking statements. These forward-looking statements are not guaranteed and are based on our present intentions and on our present expectations and assumptions. These statements, intentions, expectations and assumptions involve risks and uncertainties, some of which are beyond our control, that could cause actual results or events to differ materially from those we anticipate or project, such as:

changes in financial and economic conditions may have an adverse impact on our tenants, and commercial real estate in general;

our ability to obtain debt or equity capital on favorable terms, if at all;

loss of rent from tenants would reduce our cash flow;

a significant portion of the source of our annual base rent is heavily concentrated in specific industry classifications, tenants and in specific geographic locations;

owning real estate and indirect interests in real estate carries inherent risk;

real estate investments are illiquid;

costs of complying with changes in governmental laws and regulations may adversely affect our results of operations;

we may be subject to known or unknown environmental liabilities and hazardous materials on our properties;

our ability to successfully execute acquisition or development strategies;

our ability to dispose of properties consistent with our operating strategy;

a change in the assumptions used to determine the value of commercial mortgage residual interests could adversely affect our financial position;

we may suffer a loss in the event of a default of or bankruptcy of a borrower or a tenant;

certain provisions of our leases or loan agreements may be unenforceable;

property ownership through joint ventures and partnerships could limit our control of those investments;

competition from numerous other REITs, commercial developers, real estate limited partnerships and other investors may impede our ability to grow;

the loss of key management personnel could adversely affect performance and the value of our common stock;

uninsured losses may adversely affect our operating results and asset values;

acts of violence, terrorist attacks or war may adversely affect the markets in which we operate and our results of operations;

vacant properties or bankrupt tenants or borrowers could adversely affect our business or financial condition;

the amount of debt we have and the restrictions imposed by that debt could adversely affect our business and financial condition;

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we are obligated to comply with financial and other covenants in our debt instruments that could restrict our operating activities, and the failure to comply with such covenants could result in defaults that accelerate the payment of such debt;

the market value of our equity and debt securities are subject to various factors that may cause significant fluctuations or volatility;

our ability to qualify as a REIT for federal income tax purposes could result in significant tax liability;

even if we remain qualified as a REIT, we could face other tax liabilities that reduce operating results and cash flow;

adverse legislative or regulatory tax changes could reduce our earnings, cash flow and the market price of our common stock;

compliance with REIT requirements, including distribution requirements, may limit our flexibility and negatively affect our operating decisions;

changes in accounting pronouncements could adversely impact our or our tenants' reported financial performance;

our failure to maintain effective internal control over financial reporting could have a material adverse effect on our business, operating results and share price;

our ability to pay dividends in the future is subject to many factors;

cybersecurity risks and cyber incidents could adversely affect our business and disrupt operations and expose us to liabilities to tenants, employees, capital providers, and other third parties; and

future investment in international markets could subject us to additional risks, including foreign currency exchange rate fluctuations, operational risks due to local economic and political conditions and laws and policies of the U.S. affecting foreign investment.

You should not place undue reliance on these forward-looking statements, as events described or implied in such statements may not occur. We undertake no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise.

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SUMMARY

The following summary is qualified in its entirety by the more detailed information and consolidated financial statements and notes thereto appearing elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus.

The Company

General

We acquire, own, invest in and develop properties that are leased primarily to retail tenants under long-term net leases and are held primarily for investment. As of June 30, 2016, we owned 2,452 properties with an aggregate gross leasable area of approximately 26.3 million square feet, located in 48 states, with a weighted average remaining lease term of 11.4 years. Approximately 99% of our properties were leased as of June 30, 2016.

We are a fully integrated real estate investment trust (REIT) for U.S. federal income tax purposes, formed in 1984.

Our executive offices are located at 450 S. Orange Avenue, Suite 900, Orlando, Florida 32801, and our telephone number is (407) 265-7348.

Recent Developments

Leadership Transition. On September 29, 2016, we announced that, as the culmination of our long-term executive succession planning process, Craig Macnab, Chief Executive Officer (CEO) and Chairman of our Board of Directors, will retire as CEO and step down as Chairman and a member of our Board of Directors effective April 28, 2017. Julian E. (Jay) Whitehurst, currently President and Chief Operating Officer, will assume the role of President and CEO as of April 28, 2017. In addition, Robert C. Legler, who currently serves as our lead independent director, will serve as Chairman of our Board of Directors effective April 28, 2017.

Impairment Charge. In September 2016, we received notice from the loan servicers of four of the seven securitization trusts in which we hold a residual interest (the Residuals) that the servicers were exercising their clean-up call option under the applicable securitization agreements pursuant to which the servicers will effectively purchase all of the four securitization trusts' assets, thereby terminating future cash distributions payable to us as the holder of the residual interests under these securitization trusts. The valuation of our investment in the Residuals presented on our balance sheet is based on the present value of projected future cash flows, which was approximately \$10.6 million as of June 30, 2016, or less than 0.2% of our total assets. As a result of this event and in accordance with accounting requirements under U.S. generally accepted accounting principles, we anticipate that we will record a non-cash impairment charge in the range of \$6 million to \$7 million on our Residuals in the third quarter of 2016. The anticipated non-cash impairment charge will have no impact on our core funds from operations (Core FFO) or our adjusted funds from operations (AFFO).

Table of Contents**Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends**

The table below sets forth our ratio of earnings to combined fixed charges and preferred stock dividends for the periods indicated. See **Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends** in this prospectus supplement.

	Six Months Ended June 30, 2016	2015	Year Ended December 31,			
	2014	2013	2012	2011		
Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends	2.57x	2.33x	2.26x	2.10x	2.04x	1.95x

The Offering

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the depositary shares and the underlying Series F Preferred Stock, see **Description of Series F Preferred Stock and Depositary Shares** in this prospectus supplement and **Description of Preferred Stock** and **Description of Depositary Shares** in the accompanying prospectus.

Issuer

National Retail Properties, Inc.

Securities Offered

depositary shares (depositary shares if the underwriters exercise their option to purchase additional depositary shares in full), each representing a 1/100th interest in a share of % Series F Cumulative Redeemable Preferred Stock (the **Series F Preferred Stock**). We reserve the right to re-open this series and issue additional depositary shares representing interests in the Series F Preferred Stock either through public or private sales at any time or from time to time.

Dividends

We will pay cumulative cash dividends on the Series F Preferred Stock underlying the depositary shares at the fixed rate of \$ per depositary share each year, which is equivalent to % of the \$25.00 liquidation preference per depositary share. Dividends on the Series F Preferred Stock will be payable quarterly in arrears on or about March 15, June 15, September 15 and December 15 of each year (or, if not a business day, the next succeeding business day). The first dividend on the Series F Preferred Stock sold in this offering will be payable on December 15, 2016 and will be in the amount of \$ per share of Series F Preferred Stock, which represents a dividend equivalent of \$ per depositary share.

No Maturity

The Series F Preferred Stock has no maturity date. We are not required to redeem the Series F Preferred Stock or the depositary shares and are not required to set aside funds to redeem the Series F Preferred Stock or the depositary shares. Accordingly, the Series F Preferred Stock and the depositary shares will remain outstanding indefinitely unless we decide to redeem the Series F Preferred Stock

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and the depositary shares at our option or, under limited circumstances where the holders of the depositary shares representing interests in the Series F Preferred Stock have a conversion right, the holders of the depositary shares direct the depositary to convert the Series F Preferred Stock into our common stock.

Optional Redemption

We may not redeem the Series F Preferred Stock underlying the depositary shares prior to _____, 2021, except as described below under Special Optional Redemption and in limited circumstances relating to our continuing qualification as a REIT. At any time on and after _____, 2021, we may, at our option, redeem the Series F Preferred Stock, in whole or in part, from time to time, by paying \$2,500.00 per share (equivalent to \$25.00 per depositary share), plus any accrued and unpaid dividends to, but not including, the date of redemption. We refer to this redemption as an optional redemption.

Special Optional Redemption

Upon the occurrence of a Change of Control (as defined below), we may, at our option, redeem the Series F Preferred Stock underlying the depositary shares, in whole or in part within 120 days after the first date on which such Change of Control occurred, by paying \$2,500.00 per share (equivalent to \$25.00 per depositary share), plus any accrued and unpaid dividends to, but not including, the date of redemption. We refer to this redemption as a special optional redemption. If, prior to the Change of Control Conversion Date (as defined herein), we have provided or provide notice of exercise of any of our redemption rights relating to the Series F Preferred Stock (whether our optional redemption right or our special optional redemption right), the holders of depositary shares representing interests in the Series F Preferred Stock will not have the conversion right described below.

A Change of Control is when, after the original issuance of the Series F Preferred Stock, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of our shares entitling that person to exercise more than 50% of the total voting power of all of our shares entitled to vote generally in elections of directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

following the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity has a

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class of common securities (or ADRs representing such securities) listed on the NYSE, the NYSE MKT or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or NASDAQ.

Conversion Rights

Upon the occurrence of a Change of Control, each holder of depositary shares representing interests in the Series F Preferred Stock will have the right (unless, prior to the Change of Control Conversion Date, we have provided or provide notice of our election to redeem the depositary shares or the Series F Preferred Stock) to direct the depositary, on such holder's behalf, to convert some or all of the Series F Preferred Stock underlying the depositary shares held by such holder on the Change of Control Conversion Date into a number of shares of our common stock (or equivalent value of alternative consideration) per share of Series F Preferred Stock to be converted equal to the lesser of:

the quotient obtained by dividing (1) the sum of the \$2,500.00 per share (equivalent to \$25.00 per depositary share) liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series F Preferred Stock dividend payment and prior to the corresponding Series F Preferred Stock dividend payment date, in which case no additional amount for such accrued and unpaid dividends will be included in this sum) by (2) the Common Stock Price (as defined herein); and

(equivalent to _____ per depositary share) (the "Share Cap"), subject to certain adjustments;

subject, in each case, to an aggregate cap on the total number of shares of common stock (or Alternative Conversion Consideration (as defined herein), as applicable) issuable upon exercise of the Change of Control Conversion Right (as defined herein) of _____ shares of common stock (or equivalent Alternative Conversion Consideration, as applicable), and subject, in each case, to provisions for the receipt of alternative consideration as described in this prospectus supplement.

If, prior to the Change of Control Conversion Date, we have provided or provide a redemption notice, whether pursuant to our special optional redemption right in connection with a Change of Control or our optional redemption right, holders of depositary shares representing interests in the Series F Preferred Stock will not have any right to direct the

depository to convert the Series F Preferred Stock in connection with the Change of Control Conversion Right and any Series F Preferred Stock subsequently selected for redemption that has been tendered for conversion will be redeemed on the related date of redemption instead of converted on the Change of Control Conversion Date.

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Because each depositary share represents a 1/100th interest in a share of the Series F Preferred Stock, the number of shares of common stock ultimately received for each depositary share will be equal to the number of shares of common stock received upon conversion of each share of Series F Preferred Stock divided by 100. In the event that the conversion would result in the issuance of fractional shares of common stock, we will pay the holder of depositary shares cash in lieu of such fractional shares.

For definitions of Change of Control Conversion Right, Change of Control Conversion Date and Common Stock Price and for a description of the adjustments and provisions for the receipt of alternative consideration that may be applicable to the Change of Control Conversion Right, see Description of the Series F Preferred Stock and Depositary Shares Conversion in this prospectus supplement.

Except as provided above in connection with a Change of Control, shares of the Series F Preferred Stock are not convertible into or exchangeable for any other securities or property.

Liquidation Preference

If we liquidate, dissolve or wind up, the holders of the depositary shares representing interests in the Series F Preferred Stock will have the right to receive \$25.00 per depositary share, plus any accrued and unpaid dividends to, but not including, the date of payment, before any payments are made to the holders of our common stock or any other equity securities that rank junior to the Series F Preferred Stock with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up.

Ranking

The Series F Preferred Stock underlying the depositary shares will, with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up, rank:

senior to our common stock and any other of our equity securities that we may later authorize or issue that by their terms rank junior to the Series F Preferred Stock;

on a parity with shares of our 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series D Preferred Stock), with shares of our 5.700% Series E Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series E Preferred Stock), and with other series of our preferred stock or any

other of our equity securities that we may later authorize or issue and that by their terms are on a parity with the Series F Preferred Stock; and

junior to all of our existing and future indebtedness and any equity securities that we may later authorize or issue and that by their terms rank senior to the Series F Preferred Stock.

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The terms of the Series F Preferred Stock do not limit our ability to (i) incur indebtedness that is senior to the Series F Preferred Stock or (ii) issue additional capital stock that is equal in rank to the Series F Preferred Stock.

Voting Rights

Holders of the depositary shares representing interests in the Series F Preferred Stock will generally have no voting rights. However, if dividends on the Series F Preferred Stock are in arrears for six or more quarterly periods, whether or not declared or consecutive, holders of depositary shares representing interests in the Series F Preferred Stock, voting separately as a class with all other series of preferred stock ranking on a parity with the Series F Preferred Stock as to dividends or upon liquidation and upon which like voting rights have been conferred and are exercisable (collectively, the Parity Preferred Stock), will be entitled to vote for the election of two additional directors to serve on our board of directors to serve until we pay, or declare and set aside for payment, all dividends which we owe on the depositary shares representing interests in the Series F Preferred Stock. In addition, the affirmative vote of the holders of at least 66 $\frac{2}{3}$ % of the outstanding shares of Series F Preferred Stock and each other class or series of Parity Preferred Stock (voting together as a single class) is required for us to authorize, create or increase shares ranking senior to the Series F Preferred Stock or to effect certain amendments to our articles of incorporation that would materially and adversely affect the terms of the Series F Preferred Stock. Notwithstanding the foregoing, holders of any Parity Preferred Stock will not be entitled to vote together as a class with the holders of Series F Preferred Stock on any such amendment of any provision of our articles of incorporation unless such action affects the holders of the Series F Preferred Stock and such Parity Preferred Stock equally. Among other things, we may, without any vote of the holders of the depositary shares representing interests in the Series F Preferred Stock, authorize and issue additional shares of Series F Preferred Stock and Parity Preferred Stock. See Description of Series F Preferred Stock and Depositary Shares Voting Rights in this prospectus supplement.

In any matter in which the Series F Preferred Stock may vote, each depositary share will be entitled to 1/100th of a vote.

Restrictions on Ownership

In order to assist us in maintaining our qualification as a REIT for U.S. federal income tax purposes, our articles of incorporation contain certain restrictions and limitations on ownership and transfer, including the limitation that no person may own, or be deemed to own by virtue of the attribution rules under the Internal Revenue Code of 1986, as amended (the Code), more than 9.8% of the value of our outstanding capital stock, subject to certain exceptions.

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Listing	We intend to apply to list the depositary shares representing interests in the Series F Preferred Stock on the NYSE under the symbol NNNPRF. If our application is approved, we expect trading of the depositary shares on the NYSE to commence within the 30-day period after the initial delivery of the depositary shares.
Use of Proceeds	We estimate that the net proceeds of this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, will be approximately \$ million (approximately \$ million if the underwriters exercise their over-allotment option in full). We intend to use the net proceeds from this offering to repay all of the outstanding indebtedness under our credit facility. In addition, we intend to use the remainder of the net proceeds from this offering, if any, to fund future property acquisitions and for general corporate purposes. See Use of Proceeds in this prospectus supplement.
Risk Factors	See Risk Factors beginning on page S-8 of this prospectus supplement and beginning on page 6 of our Annual Report on Form 10-K for the year ended December 31, 2015, and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in the depositary shares representing interests in the Series F Preferred Stock.
Material Federal Tax Considerations	For a description of the material U.S. federal income tax considerations that you may consider relevant to an investment in our Series F Preferred Stock, please review the disclosure in the accompanying prospectus under Material Federal Income Tax Considerations, as may be updated from time to time in filings we make with the SEC that are incorporated by reference herein and therein, including, without limitation, our Current Reports on Form 8-K that we filed with the SEC on February 16, 2016 and August 5, 2016.

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RISK FACTORS

Investing in the depositary shares representing interests in the Series F Preferred Stock offered pursuant to this prospectus supplement and the accompanying prospectus involves risks. You should carefully consider the risks described below, as well as the risks described in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, before making a decision to invest in the depositary shares representing interests in the Series F Preferred Stock. These risks are not the only ones faced by us. The trading price of the depositary shares could decline due to any of these risks, and you may lose all or part of your investment. This prospectus supplement and the accompanying prospectus and the documents incorporated herein and therein by reference also contain forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and in the documents incorporated herein by reference, particularly those described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

There is no established market for the depositary shares representing interests in the Series F Preferred Stock, and the market value of the depositary shares could be substantially affected by various factors.

The depositary shares are a new issue of securities with no established trading market. We intend to apply to list the depositary shares on the NYSE under the symbol NNNPRF. However, we cannot assure you that our listing application will be approved by the NYSE. In addition, even if the depositary shares are approved for listing by the NYSE, an active trading market on the NYSE for the depositary shares may not develop or be maintained, in which case the trading price of the depositary shares could be adversely affected. If an active trading market does develop on the NYSE, the depositary shares may trade at prices higher or lower than their initial offering price.

The trading price of the depositary shares would also depend on many factors, including:

prevailing interest rates;

the market for similar securities;

general economic and financial market conditions;

changes in our credit ratings or withdrawal of our ratings;

our issuance of additional preferred equity or debt securities;

our financial condition, results of operations and prospects; and

the matters discussed in this prospectus supplement under the captions Risk Factors and Forward-Looking Statements and similar information contained in the documents incorporated herein by reference, particularly

our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

We have been advised by some of the underwriters that they intend to make a market in our depositary shares, but they are not obligated to do so and may discontinue market-making at any time without notice.

In addition, over the last several years, prices of equity securities in the United States trading markets have at times experienced price fluctuations, and the market prices of our common stock and outstanding series of preferred stock have also fluctuated significantly during this period. As of result of these and other factors, investors who purchase the depositary shares in this offering may experience a decrease, which could be substantial and rapid, in the market price of the depositary shares, including decreases unrelated to our operating performance or prospects.

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The Series F Preferred Stock will be subordinate to our existing and future indebtedness, and your interests could be diluted by the issuance of additional preferred stock, or depositary shares representing interests in preferred stock, and by other transactions.

The Series F Preferred Stock will be subordinate to all of our, and our subsidiaries', existing and future indebtedness and to other non-equity claims on us and our assets available to satisfy claims against us, including claims in bankruptcy, liquidation or similar proceedings. Our credit facility and our other debt instruments may, from time to time, include restrictions on our ability to pay dividends to preferred stockholders. Our articles of incorporation currently authorize the issuance of up to 15,000,000 shares of preferred stock in one or more series. As of September 30, 2016, 11,500,000 depositary shares each representing a 1/100th interest in a share of the Series D Preferred Stock were issued and outstanding and 11,500,000 depositary shares each representing a 1/100th interest in a share of the Series E Preferred Stock were issued and outstanding, all of which rank on a parity with the Series F Preferred Stock. In addition, our board of directors has the power under our articles of incorporation to classify any of our unissued preferred stock, and to reclassify any of our previously classified but unissued preferred stock of any series, from time to time, in one or more series of preferred stock. The issuance of additional preferred stock, or depositary shares representing interests in preferred stock, on a parity with or, upon the affirmative vote of the holders of at least 66 2/3% of the outstanding depositary shares representing interests in the Series F Preferred Stock and each other class or series of Parity Preferred Stock (voting together as a single class), senior to the Series F Preferred Stock would dilute the interests of the holders of the depositary shares representing interests in the Series F Preferred Stock, and any issuance of preferred stock senior to the Series F Preferred Stock or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on the Series F Preferred Stock. Other than the conversion right afforded to holders of the depositary shares representing interests in the Series F Preferred Stock that may occur in connection with a Change of Control as described under "Description of the Series F Preferred Stock and Depositary Shares—Conversion" in this prospectus supplement, none of the provisions relating to the Series F Preferred Stock relate to or limit our indebtedness or afford the holders of the depositary shares representing interests in the Series F Preferred Stock protection in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all of our assets or business, that might adversely affect such holders, so long as the rights of such holders are not materially and adversely affected.

As a holder of depositary shares representing interests in the Series F Preferred Stock, you have extremely limited voting rights.

Your voting rights as a holder of depositary shares will be limited. Our common stock is the only class of our securities that carries full voting rights. Voting rights for holders of depositary shares will exist primarily with respect to the ability to elect (together with the holders of Parity Preferred Stock, including our Series D Preferred Stock and Series E Preferred Stock) two additional directors to our board of directors in the event that six quarterly dividends (whether or not declared or consecutive) payable on the Series F Preferred Stock are in arrears, and with respect to voting on amendments to our articles of incorporation or articles supplementary (in some cases voting together with the holders of Parity Preferred Stock as a single class) that materially and adversely affect the rights of the holders of depositary shares representing interests in the Series F Preferred Stock (and applicable Parity Preferred Stock) or create additional classes or series of our stock that are senior to the Series F Preferred Stock, provided that in any event adequate provision for redemption has not been made. Other than the limited circumstances described in this prospectus supplement, holders of depositary shares will not have any voting rights. See "Description of the Series F Preferred Stock and Depositary Shares—Voting Rights."

Our ability to pay dividends is limited by the requirements of Maryland law.

Our ability to pay dividends on the Series F Preferred Stock is limited by the laws of Maryland. Under the Maryland General Corporation Law, a Maryland corporation may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as the debts become due in the usual course of

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business, or the corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights are superior to those receiving the distribution. Accordingly, we may not make a distribution on the Series F Preferred Stock if, after giving effect to the distribution, we would not be able to pay our debts as they become due in the usual course of business or our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the preferential rights upon dissolution of the holders of any shares of the preferred stock then outstanding, if any, with preferences senior to those of the Series F Preferred Stock.

We cannot assure you that we will be able to pay dividends regularly.

Our ability to pay dividends in the future is dependent on our ability to operate profitably and to generate cash from our operations and the operations of our subsidiaries. We cannot guarantee that we will be able to pay dividends on a regular quarterly basis in the future. Furthermore, any new shares of common stock issued will substantially increase the cash required to continue to pay cash dividends at current levels. Any common stock or preferred stock that may in the future be issued to finance acquisitions, upon exercise of stock options or otherwise, would have a similar effect.

The Change of Control conversion feature may not adequately compensate you, and the Change of Control conversion and redemption features of the Series F Preferred Stock may make it more difficult for a party to take over our company and may discourage a party from taking over our company.

Upon the occurrence of a Change of Control, as a result of which our common stock and the common securities of the acquiring or surviving entity (or ADRs representing such securities) are not listed on the NYSE, the NYSE MKT or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or NASDAQ, holders of the depositary shares representing interests in the Series F Preferred Stock will have the right (unless, prior to the Change of Control Conversion Date, we have provided or provide notice of our election to redeem the Series F Preferred Stock) to direct the depositary to convert some or all of the Series F Preferred Stock underlying their depositary shares into our common stock (or equivalent value of Alternative Conversion Consideration). In addition, under these circumstances, we will also have a special optional redemption right to redeem the Series F Preferred Stock. See Description of the Series F Preferred Stock and Depositary Shares Conversion and Special Optional Redemption. Upon such a conversion, the holders will be limited to a maximum number of shares of our common stock equal to the Share Cap multiplied by the number of shares of Series F Preferred Stock converted. If the Common Stock Price is less than \$ (which is approximately % of the per share closing sale price of our common stock on October , 2016), subject to adjustment, the holders will receive a maximum of shares of our common stock per share of Series F Preferred Stock (equivalent to shares of our common stock per depositary share), which may result in a holder receiving value that is less than the liquidation preference of the Series F Preferred Stock. In addition, those features of the Series F Preferred Stock may have the effect of inhibiting a third party from making an acquisition proposal for our company or of delaying or preventing a change of control of our company under circumstances that could otherwise provide the holders of our common stock and depositary shares representing interests in the Series F Preferred Stock with the opportunity to realize a premium over the then-current market price for those securities or that holders of our common stock and depositary shares representing interests in the Series F Preferred Stock may otherwise believe is in their best interests.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately \$ million (\$ million if the underwriters exercise their over-allotment option in full), after deducting the underwriting discount and other estimated expenses of this offering payable by us. We intend to use the net proceeds from this offering to repay all of the outstanding indebtedness under our credit facility. In addition, we intend to use the remainder of the net proceeds from this offering, if any, to fund future property acquisitions and for general corporate purposes. Pending application of the net proceeds, we intend to invest the net proceeds in short-term, income-producing investments.

Borrowings under our credit facility were \$194.0 million as of September 29, 2016 and currently accrue interest at a rate of 1.4%. The credit facility matures on January 31, 2019, unless we exercise our option to extend the termination date by one year. Affiliates of Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and certain other underwriters are lenders and/or agents under our credit facility and will receive their proportionate share of the amount repaid under the credit facility with the net proceeds from this offering. See Underwriting in this prospectus supplement.

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The following table sets forth our ratio of earnings to combined fixed charges and preferred stock dividends for the periods indicated:

	Six Months Ended June 30, 2016	2015	Year Ended December 31,			
			2014	2013	2012	2011
Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends	2.57x	2.33x	2.26x	2.10x	2.04x	1.95x

For the purpose of computing these ratios, earnings have been calculated by taking pre-tax income from continuing operations before adjustment for income from equity investees and adding fixed charges, distributed income of equity investees and subtracting capitalized interest. Fixed charges consist of the sum of interest costs, whether expensed or capitalized, and amortized premiums, discounts and capitalized expenses related to indebtedness. Preferred stock dividends are the amount of pre-tax earnings that are required to pay the dividends on outstanding preferred securities.

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DESCRIPTION OF SERIES F PREFERRED STOCK AND DEPOSITARY SHARES

The following is a summary of the material terms and provisions of the Series F Preferred Stock and depositary shares. The statements below describing the Series F Preferred Stock are in all respects subject to and qualified in their entirety by reference to the applicable provisions of our articles of incorporation, including the articles supplementary establishing the Series F Preferred Stock, and our bylaws, each of which is available from us as described in the "Where You Can Find More Information" section of this prospectus supplement and is or will be filed with the SEC. This description of the particular terms of the Series F Preferred Stock supplements the description of the general terms and provisions of our preferred stock set forth in the accompanying prospectus under

Description of Preferred Stock. The statements below describing our depositary shares are in all respects subject to and qualified in their entirety by reference to the applicable deposit agreement, which will be filed with the SEC. This description of the particular terms of the depositary shares supplements the description of the general terms and provisions of depositary shares set forth in the accompanying prospectus under "Description of Depositary Shares. In the event of a conflict between this prospectus supplement and the accompanying prospectus, this prospectus supplement will govern.

General

Under our articles of incorporation, we are authorized to issue up to 375,000,000 shares of common stock, par value \$0.01 per share, and 15,000,000 shares of preferred stock, par value \$0.01 per share. As of September 29, 2016, we had 147,123,236 shares of common stock outstanding, 11,500,000 depositary shares each representing a 1/100th interest in a share of Series D Preferred Stock outstanding and 11,500,000 depositary shares each representing a 1/100th interest in a share of Series E Preferred Stock outstanding.

Shares of preferred stock may be offered and sold from time to time, in one or more series, as authorized by our board of directors. Our board of directors is authorized under Maryland law and our articles of incorporation to set for each series of preferred stock the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms or conditions of redemption. The Series F Preferred Stock is being issued pursuant to articles supplementary to our articles of incorporation that sets forth the terms of a series of preferred stock consisting of up to _____ shares, designated _____ % Series F Cumulative Redeemable Preferred Stock. Our board of directors may authorize the issuance and sale of additional shares of Series F Preferred Stock from time to time without the consent of existing holders of the depositary shares representing interests in the Series F Preferred Stock.

Each depositary share represents a 1/100th interest in a share of Series F Preferred Stock. The Series F Preferred Stock underlying the depositary shares will be deposited with American Stock Transfer & Trust Company, as depositary, under a deposit agreement among us, the depositary and the holders from time to time of the depositary shares. The depositary shares will be evidenced by depositary receipts issued pursuant to the deposit agreement. Subject to the terms of the deposit agreement, each record holder of depositary receipts evidencing depositary shares will be entitled to a proportional fractional interest (i.e., 1/100th) to all the rights and preferences of, and subject to all of the limitations of, the Series F Preferred Stock underlying the depositary shares (including dividend, voting, redemption, conversion and liquidation rights and preferences).

Ranking

The Series F Preferred Stock underlying the depositary shares will, with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up, rank:

senior to our common stock and any other of our equity securities that we may later authorize or issue that by their terms rank junior to the Series F Preferred Stock;

on a parity with shares of our 6.625% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series D Preferred Stock), with shares of our 5.700% Series E Cumulative

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Redeemable Preferred Stock, par value \$0.01 per share (the Series E Preferred Stock), and with other series of our preferred stock or any other of our equity securities that we may later authorize or issue and that by their terms are on a parity