Spirit Realty Capital, Inc.
Form 424B5
May 15, 2014

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Filed Pursuant to Rule 424(b)(5)

Registration Statement No. 333-192237

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered	Maximum Offering Price per Share	Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, $0.01 par value per share	264,500,000(1)	$10.69	$282,750,500	$36,418

(1) Includes shares of Common Stock that may be purchased by the underwriter pursuant to its option to purchase additional shares of Common Stock.
(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated May 13, 2014)

23,000,000 Shares

Common Stock

We are offering 23,000,000 shares of our common stock.

Shares of our common stock trade on the New York Stock Exchange, or NYSE, under the symbol SRC. On May 14, 2014, the last sale price of shares of our common stock as reported on the NYSE was $10.69 per share.

Concurrently with this offering and pursuant to a separate prospectus supplement and accompanying prospectus, we are offering 2.875% convertible senior notes due 2019 in the aggregate principal amount of $350.0 million, or $402.5 million if the underwriters exercise in full their option to purchase additional notes, and 3.75% convertible senior notes due 2021 in the aggregate principal amount of $300.0 million, or $345.0 million if the underwriters exercise in full their option to purchase additional notes.

We have elected to be taxed as a real estate investment trust, or REIT, for federal income tax purposes commencing with our taxable year ended December 31, 2005. To assist us in complying with certain federal income tax requirements applicable to REITs, our charter contains certain restrictions relating to the ownership and transfer of our capital stock, including an ownership limit of 9.8% of our outstanding common stock. See Description of Capital Stock Restrictions on Ownership and Transfer in the accompanying prospectus for a detailed description of the ownership and transfer restrictions applicable to our common stock.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page S-5 of this prospectus supplement and the risks set forth beginning on page 12 of our Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference herein.

	Per Share	Total
Public offering price	$ 10.69	$ 245,870,000
Underwriting discount	$ 0.4276	$ 9,834,800
Proceeds, before expenses, to us	$ 10.2624	$ 236,035,200

We have granted the underwriters an option to purchase up to an additional 3,450,000 shares of our common stock from us, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

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 to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about May 20, 2014.

Morgan Stanley **BofA Merrill Lynch** **Deutsche Bank Securities**

Prospectus Supplement dated May 14, 2014

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Prospectus Supplement

Prospectus

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any applicable free writing prospectus we have authorized for use in connection with this offering in making a decision about whether to invest in our common stock. We have not, and the underwriters have not, authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction where it is unlawful to make such offer or solicitation. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of their respective dates or on the date or dates that are specified in such documents.

Our business, financial condition, liquidity, results of operations, funds from operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part, the accompanying prospectus, gives more general information, some of which does 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 documents incorporated by reference, the information in this prospectus supplement will supersede such information. In addition, any statement in a filing we make with the Securities and Exchange Commission, or the SEC, that is incorporated by reference herein and 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 in the earlier filing.

This prospectus supplement does not contain all of the information that is important to you. You should read the accompanying prospectus as well as the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See Incorporation by Reference in this prospectus supplement and Where You Can Find More Information in the accompanying prospectus.

Spirit Realty Capital, Inc. is a real estate investment trust, or REIT, and operates its business through its consolidated subsidiary, Spirit Realty, L.P., a Delaware limited partnership. Unless otherwise indicated or unless the context requires otherwise, each reference in this prospectus supplement to:

- our company, we, us or our means Spirit Realty Capital, Inc., a Maryland corporation, formerly known as Cole Credit Property Trust II, Inc., together with its consolidated subsidiaries, including Spirit Realty, L.P.;

- pre-merger Spirit means Spirit Realty Capital, Inc., a Maryland corporation, prior to its merger with and into Cole Credit Property Trust II, Inc.;

- our operating partnership means Spirit Realty, L.P., a Delaware limited partnership; and

- the merger means the series of transactions completed on July 17, 2013 pursuant to the terms of the Agreement and Plan of Merger, as amended by the First Amendment to Agreement and Plan of Merger, dated as of May 8, 2013, by and among Cole Credit Property Trust II, Inc., Spirit Realty Capital, Inc., Cole Operating Partnership II, LP and Spirit Realty, L.P., that resulted in the merger of Spirit Realty Capital, Inc. with and into Cole Credit Property Trust II, Inc., with Cole Credit Property Trust II, Inc. surviving the merger and being renamed Spirit Realty Capital, Inc., and the merger of Cole Operating Partnership II, LP with Spirit Realty, L.P., with Spirit Realty, L.P. continuing as the surviving partnership.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference in each, contain, and documents we subsequently file with the SEC and incorporate by reference in each may contain, certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act, as amended, or the Exchange Act. When used in this prospectus supplement or in the documents incorporated by reference, the words estimate, anticipate, expect, believe, intend, may, will, should, seek, approximately or plan, or the negative of these words and phra words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters are intended to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions of management.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- general business and economic conditions;
- continued volatility and uncertainty in the credit markets and broader financial markets, including potential fluctuations in the consumer price index;
- our success in implementing our business strategy and our ability to identify, underwrite, finance, consummate, integrate and manage diversifying acquisitions or investments;
- the nature and extent of future competition;
- increases in our costs of borrowing as a result of changes in interest rates and other factors;
- our ability to access debt and equity capital markets;
- our ability to pay down, refinance, restructure and/or extend our indebtedness as it becomes due;
- our ability and willingness to renew our leases upon expiration of the leases and our ability to reposition our properties on the same or better terms in the event such leases expire and are not renewed by the tenants or in the event we exercise our rights to replace an existing tenant upon default;

the impact of any financial, accounting, legal or regulatory issues or litigation that may affect us or our major tenants;

other risks inherent in the real estate business, including tenant defaults, potential liability relating to environmental matters, illiquidity of real estate investments and potential damages from natural disasters;

the risk that the anticipated benefits from the merger may not be realized or may take longer to realize than expected;

the risk that significant information technology systems conversions that we are undertaking or may undertake in the future may take longer to implement than expected or that anticipated benefits may not be realized;

our ability and willingness to maintain our qualification as a REIT due to economic, market, legal, tax or other considerations;

we have incurred substantial expenses related to the merger and expect to continue to incur expenses related to the integration;

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- the successful completion of our concurrent notes offering;

- the uses of proceeds from this offering and our concurrent notes offering; and

- our future results may suffer if we do not effectively manage our expanded operations

The factors included in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference in each, and documents we subsequently file with the SEC and incorporate by reference in each, are not exhaustive and additional factors could adversely affect our business and financial performance. For a discussion of additional risk factors, see the factors included under the caption Risk Factors in this prospectus supplement and the accompanying prospectus, in our most recent Annual Report on Form 10-K, and subsequent Quarterly Reports on Form 10-Q, as well as the other risks described in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference in each. All forward-looking statements are based on information that was available, and speak only, as of the date on which they were made. We assume no obligation to update any forward-looking statement that becomes untrue because of subsequent events, new information or otherwise, except to the extent we are required to do so in connection with our ongoing requirements under federal securities laws.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information appearing elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering and may not contain all of the information that is important to you. This prospectus supplement and the accompanying prospectus include information about the shares of our common stock we are offering as well as information regarding our business and financial data. You should read this prospectus supplement and the accompanying prospectus, including information incorporated by reference, and any free writing prospectus that we have authorized for use in connection with this offering, in their entirety. Investors should carefully consider the information set forth under Risk Factors beginning on page S-5 of this prospectus supplement and beginning on page 12 of our Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference herein.

Spirit Realty Capital, Inc.

We are a Maryland corporation and operate as a self-administered and self-managed REIT that seeks to generate and deliver sustainable and attractive returns for our stockholders by investing primarily in and managing a portfolio of single-tenant, operationally essential real estate throughout the United States that is generally leased on a long-term, triple-net basis primarily to tenants engaged in retail, service and distribution industries. Single tenant, operationally essential real estate generally refers to free-standing, commercial real estate facilities where tenants conduct activities that are essential to the generation of their sales and profits.

As of March 31, 2014, our undepreciated gross investment in real estate and loans totaled approximately $7.38 billion, representing investments in 2,287 properties, including properties securing our mortgage loans. Of this amount, 98.4% consisted of our gross investment in real estate, representing ownership of 2,142 properties, and the remaining 1.6% consisted of commercial mortgage loans receivable secured by the remaining 145 properties or other related assets.

We operate our business through our operating partnership. Spirit General OP Holdings, LLC, which is one of our wholly owned subsidiaries, is the sole general partner of our operating partnership and owns 1.0% of our operating partnership. We are the sole limited partner and own the remaining 99.0% interest in our operating partnership.

Our outstanding common stock is listed on the NYSE under the symbol SRC.

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Concurrent Convertible Notes Offering

Concurrently with this offering, we are offering 2.875% convertible senior notes due 2019 in the aggregate principal amount of $350.0 million, or $402.5 million if the underwriters exercise in full their option to purchase additional notes, and 3.75% convertible senior notes due 2021 in the aggregate principal amount of $300.0 million, or $345.0 million if the underwriters exercise in full their option to purchase additional notes, which we collectively refer to herein as the concurrent notes offering. The concurrent notes offering is being conducted as a separate public offering by means of a separate prospectus supplement and accompanying prospectus. This offering is not contingent upon the completion of the concurrent notes offering, and the concurrent notes offering is not contingent upon the completion of this offering. We cannot assure you that either or both of the offerings will be completed.

Recent Developments

From April 1, 2014 through May 9, 2014, we acquired 23 properties for a gross acquisition cost of approximately $43.3 million in five real estate transactions with an initial cash yield of approximately 7.64% and an average remaining lease term of approximately 17.6 years. We calculate initial cash yield from our acquired properties by dividing the annualized first month base rent (excluding any future rent escalations provided for in the lease) by the gross acquisition cost of the properties. Gross acquisition cost for an acquired property includes the contracted purchase price and any related capitalized costs. Because it excludes any future rent increases or additional rent that may be contractually provided for in the lease, as well as any other income or fees that may be earned from lease modifications or asset dispositions, initial cash yield does not represent the annualized investment rate of return of our acquired properties. Additionally, actual base rent earned from the properties acquired may differ from the initial cash yield based on other factors, including difficulties collecting anticipated rental revenues and unanticipated expenses at these properties that we cannot pass on to tenants, as well as the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference in this prospectus supplement.

As of the date of this prospectus supplement, we have acquisitions under contract with an aggregate purchase price of approximately $114 million. While we expect to complete these acquisitions by June 30, 2014, consummation of each acquisition is subject to customary closing conditions. As a result, there can be no assurance that we will complete all of these acquisitions by such date or at all.

Corporate Information

Our principal executive offices are located at 16767 North Perimeter Drive, Suite 210, Scottsdale, Arizona 85260. Our telephone number is (480) 606-0820. Our web site is www.spirtirealty.com. Information contained in or that can be accessed through our web site is not part of, and is not incorporated into, this prospectus supplement or the accompanying prospectus. The foregoing information about us is only a general summary and is not intended to be comprehensive. For additional information about us, you should refer to the information under Incorporation by Reference in this prospectus supplement and Where You Can Find More Information in the accompanying prospectus.

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The Offering

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of our common stock, see Description of Capital Stock in the accompanying prospectus.

Issuer	Spirit Realty Capital, Inc., a Maryland corporation.
Securities Offered	23,000,000 shares of common stock, \$0.01 par value per share. We have granted the underwriters an option to purchase up to an additional 3,450,000 shares of our common stock.
Shares of Common Stock Outstanding Immediately Prior to This Offering	372,306,689 shares.
Shares of Common Stock Outstanding Upon Completion of This Offering	395,306,689 shares 398,756,689 shares if the underwriters exercise their option to purchase additional shares in full).
New York Stock Exchange symbol	SRC.
Use of Proceeds	We estimate that the net proceeds from this offering, after deducting the underwriting discount and other estimated expenses payable by us, will be approximately \$235.8 million (\$271.2 million if the underwriters exercise their option to purchase additional shares in full). We will contribute the net proceeds of this offering to our operating partnership in exchange for common units of partnership interest in our operating partnership, or common units. Our operating partnership intends to use the net proceeds from this offering to repay the outstanding balance under its revolving credit facility, to fund potential future acquisitions and for general corporate purposes (including additional repayments of borrowings outstanding from time to time under its revolving credit facility). In addition, our operating partnership may use a portion of the net proceeds from this offering, together with the net proceeds from our concurrent notes offering, if any, to defease approximately \$488.7 million aggregate principal amount of senior mortgage indebtedness. See Use of Proceeds.
	Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc. (underwriters in this offering) are lenders under our operating partnership s revolving credit facility. As described above, our operating

partnership intends to use a portion of the net proceeds from this offering to repay the borrowings outstanding under its revolving credit facility. As a result, these affiliates will receive their proportionate shares of any amount repaid under the revolving credit facility with the net proceeds from this offering.

Concurrent Notes Offering	Concurrently with this offering, we are offering 2.875% convertible senior notes due 2019 in the aggregate principal amount of $350.0 million, or $402.5 million if the underwriters exercise in full their option to purchase additional notes, and 3.75% convertible

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	senior notes due 2021 in the aggregate principal amount of $300.0 million, or $345.0 million if the underwriters exercise in full their option to purchase additional notes. The concurrent notes offering is being conducted as a separate public offering by means of a separate prospectus supplement and accompanying prospectus. This offering is not contingent upon the completion of the concurrent notes offering and the concurrent notes offering is not contingent upon the completion of this offering. We cannot assure you that either or both of the offerings will be completed.
Risk Factors	Investing in our common stock involves risks. You should carefully consider the information set forth under Risk Factors beginning on page S-5 of this prospectus supplement and beginning on page 12 of our Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

The number of shares of our common stock that will be outstanding after this offering is based on the 372,306,689 shares outstanding as of May 6, 2014 and excludes:

- a maximum of 2,576,948 shares of our common stock available for issuance in the future under our incentive award plan.

- a total of 610,797 target performance shares granted to our named executive officers under two separate award programs. The performance period for 367,914 of these target performance shares began on September 30, 2012 (the date of our initial public offering) and ends on December 31, 2015. The remaining 242,883 target performance shares are subject to a performance period that began on January 1, 2014 and ends on December 31, 2016. Pursuant to the performance share award agreement, each participant is eligible to vest in and receive shares of our common stock based on the initial target number of shares granted multiplied by a percentage range between 0% and 250%. The percentage range is based on the attainment of total shareholder return of our company compared to a specified peer group of companies during the performance period.

- shares of our common stock to be reserved for issuance upon conversion of the notes being offered by us in the concurrent notes offering.

Unless otherwise stated, all information contained in this prospectus supplement assumes no exercise of the underwriters option to purchase additional shares in this offering or the option to purchase additional notes in our concurrent notes offering.

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RISK FACTORS

Investing in our common stock involves risks. Before acquiring our common stock offered pursuant to this prospectus supplement and the accompanying prospectus, you should carefully consider the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus that we may prepare in connection with this offering, including, without limitation, the risks of an investment in our company under the caption Risk Factors beginning on page 12 of our Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference in this prospectus supplement and the accompanying prospectus. The occurrence of any of these risks could materially and adversely affect our business, financial condition, liquidity, results of operations, funds from operations and prospects and might cause you to lose all or a part of your investment in our common stock. Please also refer to the section entitled Special Note Regarding Forward-Looking Statements included elsewhere in this prospectus supplement.

Risks Related to this Offering

The market price and trading volume of shares of our common stock may be adversely impacted by various factors.

The market price of shares of our common stock may fluctuate widely. In addition, the trading volume in shares of our common stock may fluctuate and cause significant price variations to occur. Some of the factors that could negatively affect our share price or result in fluctuations in the market price or trading volume of shares of our common stock include:

- actual or anticipated variations in our quarterly operating results or distributions or those of our competitors;
- publication of research reports about us, our competitors or the real estate industry;
- increases in prevailing interest rates that lead purchasers of shares of our common stock to demand a higher yield;
- adverse market reaction to any additional indebtedness we incur or equity securities we or our operating partnership issue in the future;
- additions or departures of key management personnel;
- changes in credit ratings assigned to our securitized lending facility;
- the financial condition, performance and prospects of our tenants; and

- the realization of any of the other risk factors presented in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, incorporated by reference in this prospectus supplement and the accompanying prospectus, as updated in our subsequent filings with the SEC under the Exchange Act.

We may issue shares of our common stock, preferred stock, or other equity securities, or convertible debt securities (including those being offered in the concurrent notes offering) without stockholder approval, including the issuance of shares to satisfy REIT dividend distribution requirements. Similarly, our operating partnership may offer its equity interests for contributions of cash or property without approval by our stockholders. In general, any equity interests of our operating partnership issued to third parties would be exchangeable for cash or, at our election, shares of our common stock at specified ratios set when equity interests in our operating partnership are issued. Existing security holders have no preemptive rights to acquire any of these securities, and any issuance of equity securities by us or our operating partnership may dilute stockholder investment.

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There can be no assurance that we will be able to maintain cash distributions, and certain agreements relating to our indebtedness may, under certain circumstances, limit or eliminate our ability to make distributions to our common stockholders.

Our ability to continue to make distributions in the future may be adversely affected by the risk factors described in and incorporated by reference into this prospectus supplement and the accompanying prospectus. We can give no assurance that we will be able to maintain distributions and certain agreements relating to our indebtedness may, under certain circumstances, limit or eliminate our ability to make distributions to our common stockholders. We can give no assurance that rents from our properties will increase, or that future acquisitions of real properties, mortgage loans or other investments will increase our cash available for distribution to stockholders. In addition, all distributions are made at the discretion of our board of directors and depend on our earnings, our financial condition, maintaining our REIT status, contractual limitations relating to our indebtedness, Maryland Law and other factors our board of directors deems relevant from time to time.

Distributions are expected to be based upon our funds from operations, financial condition, cash flows and liquidity, debt service requirements and capital expenditure requirements for our properties. If we do not have sufficient cash available for distribution, we may need to fund the shortage out of working capital or revenues from future property acquisitions, if any, or borrow to provide funds for such distributions, which would reduce the amount of proceeds available for real estate investments and increase our future interest costs. Our inability to make distributions, or to make distributions at expected levels, could result in a decrease in the per share trading price of our common stock.

Increases in market interest rates may result in a decrease in the value of shares of our common stock.

One of the factors that will influence the price of shares of our common stock will be the distribution yield on shares of our common stock (as a percentage of the price of shares of our common stock) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of shares of our common stock to expect a higher distribution yield, and higher interest rates would likely increase our borrowing costs and potentially decrease cash available for distribution. Thus, higher market interest rates could cause the per share trading price of our common stock to decrease.

Broad market fluctuations could negatively impact the market price of shares of our common stock.

The stock market has experienced extreme price and volume fluctuations that have affected the market price of the common equity of many companies in industries similar or related to ours and that have been unrelated to these companies operating performances. These broad market fluctuations could reduce the market price of shares of our common stock. Furthermore, our operating results and prospects may be below the expectations of public market analysts and investors or may be lower than those of companies with comparable market capitalizations. Either of these factors could lead to a material decline in the per share trading price of our common stock.

Future offerings of debt, including the concurrent notes offering, which would be senior to shares of our common stock upon liquidation, and/or preferred equity securities that may be senior to shares of our common stock for purposes of distributions or upon liquidation, may materially and adversely affect the market price of shares of our common stock.

In the future, we may attempt to increase our capital resources by making offerings of debt (including the convertible notes being offered pursuant to the concurrent notes offering) or preferred equity securities (or causing our operating partnership to issue debt securities). Upon liquidation, holders of our debt securities and preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to our common stockholders.

Additionally, any convertible or exchangeable securities (including the convertible notes being offered pursuant to the concurrent notes offering) that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. Our common stockholders are not entitled to preemptive rights or other protections against dilution. Our preferred stock, if issued, could have a preference on liquidating distributions or a preference on distribution payments that could limit our ability to make distributions to our common stockholders. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Our common stockholders bear the risk of our future offerings reducing the per share trading price of our common stock.

You may experience significant dilution as a result of this offering, which may adversely affect the per share trading price of our common stock.

This offering may have a dilutive effect on our earnings per share and funds from operations per share after giving effect to the issuance of our common stock in this offering and the receipt of the expected net proceeds. The actual amount of dilution from this offering, or from any future offering of common or preferred stock, will be based on numerous factors, particularly the number of shares of our common stock issued, the use of proceeds and the return generated by such investment, and cannot be determined at this time. The per share trading price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market pursuant to this offering, or otherwise, or as a result of the perception or expectation that such sales could occur. In addition, the notes being offered in the concurrent notes offering will be convertible, in certain circumstances, at the option of the holder, into cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. To the extent we deliver shares of our common stock upon any such conversion, our earnings per share and funds from operations per share will be diluted.

Affiliates of the underwriters may receive benefits in connection with this offering.

Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc. are lenders under our operating partnership s revolving credit facility. Our operating partnership intends to use a portion of the net proceeds from this offering to repay the outstanding balance under its revolving credit facility. As a result, these affiliates will receive their proportionate share of amounts repaid under the revolving credit facility with the net proceeds from this offering. These transactions create potential conflicts of interest because the underwriters have an interest in the successful completion of this offering beyond the underwriting discount they will receive. These interests may influence the decision regarding the terms and circumstances under which the offering is completed.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering, after deducting the underwriting discount and other estimated expenses payable by us, will be approximately $235.8 million ($271.2 million if the underwriters exercise their option to purchase additional shares in full). We will contribute the net proceeds of this offering to our operating partnership in exchange for common units. Our operating partnership intends to use the net proceeds from this offering to repay the outstanding balance under its revolving credit facility, to fund potential future acquisitions and for general corporate purposes (including additional repayments of borrowings outstanding from time to time under its revolving credit facility). As of May 9, 2014, we had approximately $193.0 million of borrowings outstanding under our operating partnership s revolving credit facility. Our operating partnership s revolving credit facility currently bears interest at LIBOR plus 250 basis points and matures on July 17, 2016 (which maturity may be extended for an additional year at our option subject to certain conditions).

In addition, our operating partnership may use a portion of the net proceeds from this offering, together with the net proceeds from the concurrent notes offering, if any, to defease the senior mortgage indebtedness secured by the 112 properties we lease to Shopko Stores Operating Co., LLC (Shopko), which had an aggregate gross book value of approximately $922 million as of March 31, 2014, pursuant to a master lease that expires on May 31, 2026 (the Shopko debt). As of May 9, 2014, the aggregate outstanding principal amount of Shopko debt was approximately $488.7 million, which bore an annual interest rate of 6.5875%. The Shopko debt matures on June 5, 2016. In connection with prepaying the Shopko debt, we expect to incur approximately $54.7 million in defeasance costs. However, we will no longer have principal amortization payments on the Shopko debt through its scheduled maturity in 2016, which otherwise would have totaled approximately $18.6 million.

Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc. (underwriters in this offering) are lenders under our operating partnership s revolving credit facility. As described above, our operating partnership intends to use a portion of the net proceeds from this offering to repay the outstanding balance under its revolving credit facility. As a result, these affiliates will receive their proportionate share of any amount repaid under the revolving credit facility with the net proceeds from this offering. Pending application of cash proceeds, our operating partnership will invest the net proceeds from this offering in interest-bearing accounts and short-term, interest-bearing securities in a manner that is consistent with our intention to maintain our qualification for taxation as a REIT.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2014:

- on an actual basis; and
- on an as adjusted basis to give effect to (i) the issuance of 23,000,000 shares of our common stock in this offering at the public offering price of $10.69 per share, (ii) the issuance of $650.0 million principal amount of notes in our concurrent notes offering, in each case, after deductions, underwriting discounts and other estimated offering expenses payable by us and (iii) the application of the net proceeds from this offering and the concurrent notes offering as described above under Use of Proceeds .

No adjustments have been made to reflect normal course operations by us or other developments with our business after March 31, 2014. As a result, the as adjusted information provided below is not indicative of our actual cash and cash equivalents position or consolidated capitalization as of any date. You should read this table in conjunction with Use of Proceeds in this prospectus supplement and the consolidated financial statements and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2013, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

	As of March 31, 2014	
	Actual	**As Adjusted**
	(in thousands, except share amounts)	
Cash and cash equivalents[1]	$ 29,984	$ 229,800
Debt:		
Revolving credit facility[1]	$ 120,000	$
Line of credit	15,606	15,606
Mortgages and notes payable, net[2]	3,738,053	3,252,833
2.875% convertible senior notes due 2019[3]		350,000
3.75% convertible senior notes due 2021[3]		300,000
Equity:		
Spirit Realty Capital, Inc. stockholders equity:		
Common stock, par value $0.01; 370,949,721 issued shares; 370,732,369 outstanding shares at March 31, 2014, actual; 393,949,721 shares issued and 393,732,369 shares outstanding, as adjusted[4]	3,710	3,940
Capital in excess of par value	3,862,454	4,098,009
Accumulated deficit	(790,444)	(850,160)
Accumulated other comprehensive loss	(717)	(717)
Treasury stock, at cost	(2,046)	(2,046)
Total Spirit Realty Capital, Inc. stockholders equity	3,072,957	3,249,026

Total capitalization	$ 6,946,616	$ 7,167,465

(1) As of May 9, 2014, we had $193.0 million of borrowing outstanding under our operating partnership s revolving credit facility, all of which we intend to repay with the net proceeds from this offering.

(2) We are required to provide lenders with not less than 30 days notice prior to repaying the Shopko debt. Pending repayment of the Shopko debt, we will hold cash balances in interest-bearing accounts and short-term, interest-bearing securities.

(3) In accordance with ASC 470-20, a convertible debt instrument (such as the notes we are offering in the concurrent notes offering) that may be wholly or partially settled in cash is required to be separated into a

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liability and an equity component, such that interest expense reflects the issuer s non-convertible debt interest rate. Upon issuance of the notes, a debt discount will be recognized for each series of notes, with a corresponding increase in capital in excess of par value. The debt component of the notes will accrete up to their principal amount over the expected term of the notes as the discount is amortized into interest expense. Because the cash interest we are required to pay is less than the interest we are required to record for accounting purposes, we may record a deferred tax liability. ASC 470-20 does not affect the actual interest amount that we may pay on the notes. The debt amounts shown in the table above for the notes represent the aggregate principal amount of the notes, without reflecting the debt discount and equity component, the deferred tax liability or the fees and expenses that we are required to recognize or the increase in capital in excess of par value on our consolidated balance sheet.

(4) Excludes (i) a maximum of 2,576,948 shares of our common stock available for issuance in the future under our incentive award plan, (ii) a total of 610,797 target performance shares granted to our named executive officers under two separate award programs and (iii) shares of our common stock to be reserved for issuance upon conversion of the notes being offered by us in the concurrent notes offering.

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CONCURRENT CONVERTIBLE NOTES OFFERING

Concurrently with this offering, we are offering $350.0 million aggregate principal amount of 2.875% convertible senior notes due 2019 (or a total of $402.5 million aggregate principal amount of the notes if the underwriters exercise their option in full to purchase additional notes) and $300.0 million aggregate principal amount of 3.75% convertible senior notes due 2021 (or a total of $345.0 million aggregate principal amount of the notes if the underwriters exercise their option in full to purchase additional notes) pursuant to a separate prospectus supplement and accompanying prospectus. Through this offering and the concurrent notes offering, we intend to raise gross proceeds of approximately $895.9 million based on the public offering price of $10.69 per share (up to $1.03 billion if the underwriters exercise in full their option to purchase additional shares and their option to purchase additional notes in the offerings). This offering is not contingent upon the concurrent notes offering and our concurrent notes offering is not contingent upon this offering. We cannot assure you that the concurrent notes offering will be completed.

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UNDERWRITING

Under the terms and subject to the conditions in an underwriting agreement dated the date of this prospectus supplement, the underwriters named below, for whom Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc. are acting as representatives, have severally agreed to purchase, and we have agreed to sell to them, severally, the number of shares indicated below:

Name	Number of Shares
Morgan Stanley & Co. LLC	9,200,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	6,900,000
Deutsche Bank Securities Inc.	6,900,000
Total	23,000,000

The underwriters and the representatives are collectively referred to as the underwriters and the representatives, respectively. The underwriters are offering the shares of common stock subject to their acceptance of the shares from us and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the shares of common stock offered by this prospectus supplement are subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriting agreement also provides that if an underwriter defaults, the purchase commitment of non-defaulting underwriters may also be increased or the offering may be terminated. The underwriters are obligated to take and pay for all of the shares of common stock offered by this prospectus supplement if any such shares are taken. However, the underwriters are not required to take or pay for the shares covered by the underwriters option to purchase additional shares described below.

The underwriters propose initially to offer the share of common stock to the public at the public offering price on the cover page of this prospectus supplement and to dealers at that price less a concession not in excess of $0.25656 per share. After the public offering, the public offering price and concession may be changed. Sales of shares of common stock made outside of the United States may be made by affiliates of the underwriters.

Option to purchase additional common stock

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to 3,450,000 additional shares of common stock at the public offering price listed on the cover page of this prospectus supplement, less underwriting discounts and commissions. To the extent the option is exercised, each underwriter will become obligated, subject to certain conditions, to purchase about the same percentage of the additional shares of common stock as the number listed next to the underwriter s name in the preceding table bears to the total number of shares of common stock listed next to the names of all underwriters in the preceding table.

Underwriting discount paid by us

The following table shows the per share and total public offering price, underwriting discount, and proceeds, before expenses, to us. These amounts are shown assuming both no exercise and full exercise of the underwriters option to purchase additional shares of common stock.

	Per Share	Total No Exercise	Total Full Exercise
Public offering price	$ 10.69	$ 245,870,000	$ 282,750,500
Underwriting discount	$ 0.4276	$ 9,834,800	$ 11,310,020
Proceeds, before expenses, to us	$ 10.2624	$ 236,035,200	$ 271,440,480

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The estimated offering expenses payable by us, exclusive of the underwriting discount, are approximately $250,000.

New York Stock Exchange listing

Our common stock is listed on the New York Stock Exchange under the trading symbol SRC.

Lock-Ups

We and all directors and officers have agreed that, without the prior written consent of Morgan Stanley & Co. LLC on behalf of the underwriters, we and they will not, during the period ending 60 days after the date of this prospectus supplement (the restricted period):

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for shares of common stock;

- file any registration statement with the Securities and Exchange Commission relating to the offering of any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock; or

- enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock.

whether any such transaction described above is to be settled by delivery of common stock or such other securities, in cash or otherwise. In addition, we and each such person agrees that, without the prior written consent of Morgan Stanley & Co. LLC on behalf of the underwriters, we or such other person will not, during the restricted period, make any demand for, or exercise any right with respect to, the registration of any shares of common stock or any security convertible into or exercisable or exchangeable for common stock.

The restrictions described in the immediately preceding paragraph to do not apply to:

- the sale of shares to the underwriters; or

- the issuance by the Company of shares of common stock upon the exercise of an option or a warrant or the conversion of a security outstanding on the date of this prospectus supplement of which the underwriters have been advised in writing;

- transactions by any person other than us relating to shares of common stock or other securities acquired in open market transactions after the completion of the offering of the shares; provided that no filing under Section 16(a) of the Exchange Act, is required or voluntarily made in connection with subsequent sales of the common stock or other securities acquired in such open market transactions;