

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>STAG INDUSTRIAL, INC.</b>		2 Issuer's employer identification number (EIN) <b>27-3099608</b>	
3 Name of contact for additional information <b>WILLIAM CROOKER</b>	4 Telephone No. of contact <b>617-574-4777</b>	5 Email address of contact <b>WCROOKER@STAGINDUSTRIAL.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>99 HIGH STREET, 28TH FLOOR</b>		7 City, town, or post office, state, and Zip code of contact <b>BOSTON, MA 02110</b>	
8 Date of action <b>SEE BELOW</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>85254J102</b>	11 Serial number(s)	12 Ticker symbol <b>STAG</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE ISSUER MADE CASH DISTRIBUTIONS TO ITS SHAREHOLDERS IN EXCESS OF ITS CURRENT AND ACCUMULATED EARNINGS AND PROFITS. SEE PART II, LINE 15 FOR THE AMOUNT OF THESE DISTRIBUTIONS PER SHARE.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITY IN THE HANDS OF THE US TAXPAYER(S) AS FOLLOWS:**

	PER SHARE REDUCTION OF BASIS
DATE	COMMON STOCK
01/13/2012	\$0.104500
04/13/2012	\$0.104500
07/13/2012	\$0.108500
10/15/2012	\$0.108500

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE ISSUER'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY IRC SECTION 857(d) FOR A REAL ESTATE INVESTMENT TRUST, AND THE REGULATIONS THEREUNDER. AMOUNTS IN EXCESS OF EARNINGS AND PROFITS REDUCE THE SHAREHOLDER'S TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC SECTION 301(c)(2)

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATES OF DISTRIBUTIONS IDENTIFIED ABOVE.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶

Date ▶

1/17/13

Print your name ▶

Stephen C Mecke

Title ▶

Vice President

**Paid Preparer Use Only**

Print/Type preparer's name

RACHEL D. KELLY

Preparer's signature

Date

01/16/2013

Check  if self-employed

PTIN

P01064419

Firm's name ▶

PRICewaterhouseCOOPERS LLP

Firm's EIN ▶

13-4008324

Firm's address ▶

125 HIGH STREET, BOSTON, MA 02110

Phone no.

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