



DIVISION OF  
CORPORATION FINANCE

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

May 31, 2012

Via E-mail

Michael A. Bender  
Chief Financial Officer  
Spirit Finance Corporation  
14631 North Scottsdale Road, Suite 200  
Scottsdale, AZ 85254

**Re: Spirit Finance Corporation  
Amendment No. 4 to Form S-11  
Filed May 8, 2012  
File No. 333-177904**

Dear Mr. Bender:

We have reviewed your registration statement and have the following comment. Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this comment, we may have additional comments.

Notes and Management's Assumptions To Pro Forma Condensed Consolidated Financial Statements

Note 1E, page F-7

1. We note that you have included an adjustment to the pro forma balance sheet for the consent fees and third-party expenses related to the consents. We also note that you included an adjustment on the pro forma statement of operations to reduce the general and administrative fees for the third-party expenses already incurred. However, we do not note an adjustment to reflect amortization of the debt discount related to the fees to be paid to the lenders; please advise us how you considered the requirements of Article 11 of Regulation S-X when assessing this recurring item.

Michael A. Bender  
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We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Howard Efron, Staff Accountant, at 202-551-3439 or Jessica Barberich, Assistant Chief Accountant, at 202-551-3782 if you have questions regarding comments on the financial statements and related matters. Please contact Sandra B. Hunter, Staff Attorney, at 202-551-3758 or Michael McTiernan at 202-551-3852 with any other questions.

Sincerely,

/s/ Tom Kluck

Tom Kluck  
Branch Chief

cc: Julian T.H. Kleindorfer, Esq.  
Via E-mail