

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 10, 2019

Hines Global REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

000-53964

(Commission File Number)

26-3999995

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

2800 Post Oak Blvd, Suite 5000, Houston, Texas

(Address of principal executive offices)

77056-6118

(Zip Code)

Registrant's telephone number, including area code:

(888) 220-6121

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders

On September 10, 2019, Hines Global REIT, Inc. (referred to herein as the “Company” or “Hines Global REIT”) held its annual meeting of stockholders. At the annual meeting, the proposals described below were submitted to a vote of the holders of the Company’s common stock, each of which is described in detail in the definitive proxy statement filed by the Company with the Securities and Exchange Commission on July 2, 2019. A quorum was present for the annual meeting, and a summary of the voting results for each proposal is as follows:

Proposal 1: To elect seven directors for one-year terms expiring at the 2020 annual meeting of stockholders and until the election and qualification of their successors or earlier if the Company is liquidated and dissolved prior to the expiration of their terms. The voting results for each of the seven persons nominated to serve as directors are as follows:

	For	Against	Authority Withheld or Abstained from Voting
Jeffrey C. Hines	92,053,741	0	2,900,260
Sherri W. Schugart	92,080,930	0	2,873,071
Charles M. Baughn	91,887,371	0	3,066,630
Jack L. Farley	91,911,009	0	3,042,992
Thomas L. Mitchell	91,820,871	0	3,133,130
John S. Moody	91,603,979	0	3,350,022
Peter Shaper	92,007,537	0	2,946,464

Proposal 1 was approved by the Company’s stockholders and each of the directors was re-elected at the annual meeting.

Proposal 2: To ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

For	Against	Abstained from Voting
158,681,693	908,270	2,746,258

Proposal 2 was approved by the Company's stockholders and Deloitte & Touche LLP was re-appointed at the annual meeting.

In addition to the voting described above, there were 67,382,220 broker non-votes cast with respect to each of the seven persons nominated to serve as directors in Proposal 1. Broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a broker holding shares of the Company’s common stock for a beneficial owner is present at the meeting, in person or by proxy, and entitled to vote, but does not vote on a particular proposal because the broker does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner. A broker non-vote is not an indication of how the beneficial owner would have voted; it simply means that the beneficial owner did not instruct the broker as to how to vote his or her shares. There were no broker non-votes cast with respect to Proposal 2.

Item 7.01 Regulation FD Disclosure.

Sherri W. Schugart, the President and Chief Executive Officer of the Company, made a presentation at the annual meeting of stockholders. The Company is making this presentation available to stockholders by furnishing the presentation as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 of this Current Report on Form 8-K, including the exhibit hereto, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18. The information furnished pursuant to Item 7.01 in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit:

99.1 2019 Stockholder Meeting Presentation

This Current Report on Form 8-K, and the exhibits furnished and filed herewith, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These forward-looking statements include, among others, statements about the expected benefits of Hines Global REIT's proposed plan of liquidation and dissolution (the "Plan"), the payment of additional liquidating distributions, the expected completion of the Plan, the return to be achieved by stockholders and the future business, performance and opportunities of Hines Global REIT. Forward-looking statements generally can be identified by the use of words or phrases such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "foresee," "looking ahead," "is confident," "should be," "will," "predicted," "likely," or similar words or phrases intended to identify information that is not historical in nature. These risks and uncertainties include, without limitation, unanticipated difficulties or expenditures relating to the Plan, the response of tenants, business partners and competitors to the execution of the Plan; legal proceedings that may be instituted against Hines Global REIT and others related to the Plan; general risks affecting the real estate industry (including without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate); adverse economic or real estate developments in Hines Global REIT's existing markets; reductions in asset valuations and related impairment charges; risks associated with downturns in domestic and local economies, changes in interest rates and volatility in the securities markets; potential liability for uninsured losses and environmental contamination; risks associated with Hines Global REIT's potential failure to qualify as a real estate investment trust under the Internal Revenue Code of 1986, as amended; possible adverse changes in tax and environmental laws; and risks associated with Hines Global REIT's dependence on key personnel of Hines Interests Limited Partnership or its affiliates whose continued service is not assured. For a further list and description of such risks and uncertainties, see the reports filed by Hines Global REIT with the SEC, including Hines Global REIT's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Any forward-looking statement speaks only as of the date of this filing. Hines Global REIT disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information or developments, future events or otherwise.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hines Global REIT, Inc.

September 10, 2019

By: /s/ A. Gordon Findlay
Name: A. Gordon Findlay
Title: Chief Accounting Officer and Treasurer



Hines Global REIT, Inc. 2019 Stockholder Meeting

Sherri W. Schugart
President and CEO

Hines

Company History and Overview

- We raised \$2.6 billion in aggregate proceeds from two public offerings, excluding the proceeds from our distribution reinvestment plan ("DRP"), from 2009 through 2014.
- We invested the offering proceeds in 45 assets in all four primary asset classes (office, retail, industrial and multifamily) plus investments in real estate debt with a gross acquisition cost of \$5.0 billion in 30 cities in 7 countries.
- Investment Strategy and Objectives

Offering & Acquisition Phases

- Invest in diversified portfolio of high-quality commercial real estate
 - U.S. and international for geographic diversification
 - Multiple asset classes for sector diversification
 - Currencies provide an additional level of diversification
- Moderate leverage
- Provide regular cash distributions

Liquidation Phase

- Enhance stockholder value and provide liquidity to our stockholders upon ultimate sale of our investments according to our Plan of Liquidation

Strategic Asset Sales



Poland Logistics Portfolio

- Acquired 2012 for \$157.2 million
- Sold 2018 for \$159.6 million



German Logistics Portfolio

- 3 properties acquired 2013 – 2015 for \$259.0 million
- Sold 2018 for \$359.6 million



The Campus at Playa Vista

- Acquired 2013 for \$216.6 million
- Sold 2018 for \$330.1 million



Australian Portfolio

- 4 properties acquired 2012 – 2014 for \$422.2 million
- Sold 2018 for \$465.0 million



2300 Main SE

- Acquired 2013 for \$39.5 million
- Sold 2018 for \$46.6 million



WaterWall Place

- Acquired 2014 for \$64.5 million
- Sold 2018 for \$89.5 million

Recent Strategic Asset Sales



250 Royall Street

- Acquired 2011 for \$57.0 million
- Sold 2018 for \$20.2 million



9320 Excelsior Boulevard

- Acquired 2011 for \$69.5 million
- Sold 2018 for \$49.5 million



55 M Street

- Acquired 2013 for \$140.9 million
- Sold 2019 for \$135.2 million



550 Terry Francois

- Acquired 2012 for \$180.0 million
- Sold 2019 for \$342.5 million

Strategic Leasing and Repositioning



The Summit

Successfully completed 718,000 SF of new and renewal leasing, achieving 99% occupancy

- Summit I: Executed an 8 year, 224,000 SF renewal with Puget Sound Energy
- Summit II: Executed a new 13 year, 120,000 SF lease with WeWork
- Summit III: Executed a new 15 year, 374,000 SF lease with an investment grade technology tenant for the entirety of Summit III, which is currently under construction on a land parcel that was acquired along with The Summit Campus in 2015



Riverside Center

Increased occupancy from 87% in September 2018 to 99% in June 2019 and extended weighted average lease term

- Executed 177,000 SF of new and renewal leases in 2019
- Extended Weighted Average Lease Term ("WALT") from 4.4 years to 5.6 years

Cabot Square

- Final stages of completing a £100M redevelopment following Morgan Stanley's downsizing of half their space
- Increased occupancy from ~50% to 97.1% in the midst of BREXIT in a challenging occupational market
 - Executed a new 15 year lease with The Competition and Markets Authority (CMA) for 113,000 SF
 - Executed a new 15 year lease with Spaces for 69,000 SF
 - Executed a new 10 year lease with The Office of Road & Rail (ORR) for 21,450 SF
- 82% of the NRA is leased to Investment Grade tenancy with a blended WALT of just over 10 years

Portfolio Overview¹

- Our current portfolio consists of:
 - 12 real estate properties
 - Office, Retail and Industrial
 - Estimated aggregate value of approximately \$2.4 billion²
 - 6.2 million square feet of leasable space
 - 90% leased
- Moderate leverage of 32% with weighted average interest rate of 3.5%

¹As of June 30, 2019, except as otherwise noted.

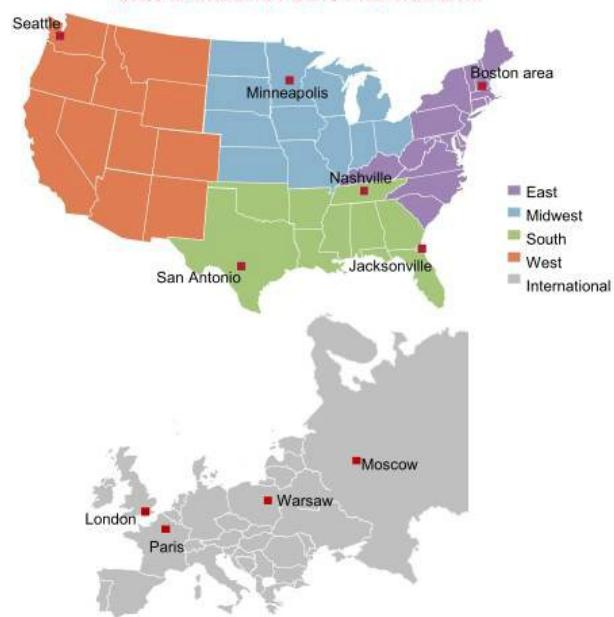
²The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2018. The estimated aggregate value of the portfolio does not necessarily reflect the current aggregate value of Hines Global REIT's investments.

Hines Global REIT

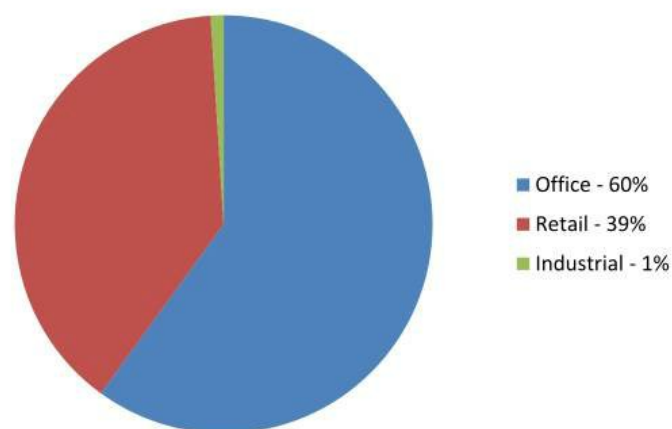
Diversification by Geography and Product Type

Geographic Regions¹
Based on Estimated Values

68% Domestic / 32% International



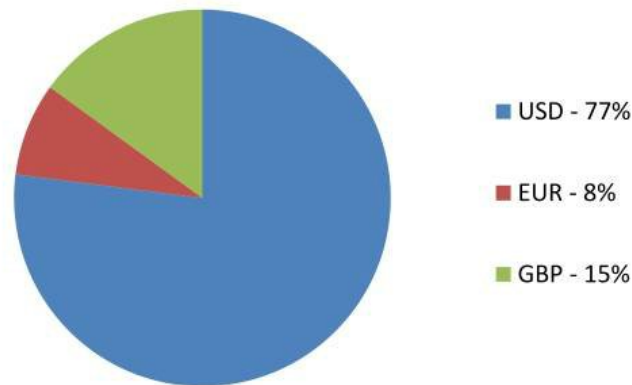
Product Type¹
% of Total Portfolio, Based on Estimated Values



¹As of June 30, 2019. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2018.

Diversification by Currency

Equity Invested by Currency^{1,2}
% of Total Portfolio, Based on Estimated Values



¹Based on the properties in our portfolio as of June 30, 2019. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2018.

²Calculated using Hines Global REIT's total portfolio based on net equity invested. Net equity invested is defined as the estimated value of Hines Global REIT's real estate property investments (as described above) less debt incurred.

Plan of Liquidation and Dissolution Overview

- On April 23, 2018, the Company's Board of Directors voted unanimously to approve the Plan of Liquidation and Dissolution (the "Plan"), which was approved by the Company's stockholders in July 2018
- Since that time, we sold 21 properties with an aggregate sale price of \$2.0 billion, which was used to pay additional liquidating distributions to our stockholders.
- In total, we paid return of capital distributions and liquidating distributions of approximately \$4.00 per share to our stockholders from January 2018 through February 2019. These distributions are summarized in the table below:

	Distributions per share
Special return of capital distribution declared in December 2018	\$1.05
Return of invested capital distributions and liquidating distributions paid in 2018 and January 2019 ²	\$0.45
Liquidating distribution paid in February 2019	\$2.50
	\$4.00

Looking Forward

- Complete strategic initiatives on certain assets, including leasing and major capital projects, in an effort to maximize our returns on these assets
- Complete the sale of remaining assets
- Pay additional liquidating distributions¹



THE SUMMIT
BELLEVUE, WASHINGTON

1. There can be no assurances as to the timing or amount of any additional liquidating distributions to be paid to our stockholders.

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These forward-looking statements include, among others, statements about the expected benefits of the Plan, the payment of additional liquidating distributions, the expected completion of the Plan, the return to be achieved by stockholders and the future business, performance and opportunities of Hines Global REIT.

Forward-looking statements generally can be identified by the use of words or phrases such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “foresee,” “looking ahead,” “is confident,” “should be,” “will,” “predicted,” “likely,” or similar words or phrases intended to identify information that is not historical in nature.

These risks and uncertainties include, without limitation, unanticipated difficulties or expenditures relating to the Plan, the response of tenants, business partners and competitors to the execution of the Plan; legal proceedings that may be instituted against the Company and others related to the Plan; general risks affecting the real estate industry (including without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate); adverse economic or real estate developments in Hines Global REIT's existing markets; reductions in asset valuations and related impairment charges; risks associated with downturns in domestic and local economies, changes in interest rates and volatility in the securities markets; potential liability for uninsured losses and environmental contamination; risks associated with Hines Global REIT's potential failure to qualify as a real estate investment trust under the Internal Revenue Code of 1986, as amended; possible adverse changes in tax and environmental laws; and risks associated with Hines Global REIT's dependence on key personnel of Hines Interests Limited Partnership or its affiliates whose continued service is not assured. For a further list and description of such risks and uncertainties, see the reports filed by Hines Global REIT with the SEC, including Hines Global REIT's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Any forward-looking statement speaks only as of the date of this presentation. Hines Global REIT disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information or developments, future events or otherwise.