

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Hines Global REIT II, Inc.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Class A Common Stock, par value \$0.001 per share	433243102
Class T Common Stock, par value \$0.001 per share	433243201
Class I Common Stock, par value \$0.001 per share	433243300
(Title of Class of Securities)	(CUSIP Number of Class of Securities)

**Sherri W. Schugart
2800 Post Oak Boulevard
Suite 5000
Houston, Texas 77056-6118
(888) 220-6121**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

With copies to:
**Judith D. Fryer, Esq.
Alice L. Connaughton, Esq.
Greenberg Traurig, LLP
200 Park Avenue
New York, New York 10166
(212) 801-6800**

CALCULATION OF FILING FEE

TRANSACTION VALUATION ⁽¹⁾	AMOUNT OF FILING FEE ⁽²⁾
\$200,000,000	\$24,900

- (1) The transaction value is estimated solely for purposes of estimating the filing fee. This amount is based upon the offer to purchase up to 20,639,835 shares of Class A, Class T and Class I common stock of Hines Global REIT II, Inc. at a price per share of \$9.69.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per million dollars of the value of the transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$24,900 Filing Party: Hines Global REIT II, Inc.
Form or Registration No.: SC TO 005-90081 Date Filed: October 3, 2017

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
 Issuer tender offer subject to Rule 13e-4.
 Going-private transaction subject to Rule 13e-3.
 Amendment to Schedule 13D under Rule 13d-2.

- Check the box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

SCHEDULE TO

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on October 3, 2017 (as amended, and as may be further supplemented or amended from time to time, the “Schedule TO”) by Hines Global REIT II, Inc., a Maryland corporation (the “Company”), to purchase for cash up to approximately \$200 million in shares of the Company’s common stock, in any combination of Class A shares, Class T shares or Class I shares, par value \$0.001 per share (the “Shares”). The Company is offering to purchase the Shares at a price of \$9.69 per share and the maximum number of Shares that will be accepted by the Company’s offer (unless the offer is amended in accordance with applicable law) is 20,639,835 Shares. The Company’s offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 3, 2017, and in the related Letter of Transmittal.

The information contained in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO are incorporated into this Amendment No. 1 by reference in response to all the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein. You should read this Amendment No. 1 together with the Schedule TO, and the related Offer to Purchase and Letter of Transmittal.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit and updating the Exhibit Index as indicated immediately following the signature page hereto:

Exhibit No.	Description
99(a)(1)(F)	Email to Financial Advisors with Clients Who are Stockholders

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Hines Global REIT II, Inc.

October 20, 2017

By: /s/ J. Shea Morgenroth
Name: J. Shea Morgenroth
Title: Chief Accounting Officer and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
99(a)(1)(A)*	Offer to Purchase dated October 3, 2017
99(a)(1)(B)*	Letter of Transmittal
99(a)(1)(C)*	Form of Notice of Withdrawal
99(a)(1)(D)*	Letter to Stockholders
99(a)(1)(E)*	Email for Financial Advisors with Clients Who are Stockholders
99(a)(1)(F)**	Email to Financial Advisors with Clients Who are Stockholders
99(b)(1)(A)	Uncommitted Loan Agreement, dated as of October 2, 2017, by and between Hines Global REIT II Properties LP, as borrower, and Hines Interests Limited Partnership, as lender (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K on October 3, 2017 and incorporated by reference herein)
99(d)(1)(G)*	Form of Restricted Share Award Agreement

* Previously filed

** Filed herewith

Dear [Advisor],

I am writing to remind you of our discussion of the exciting enhancements being made to Hines Global REIT II in connection with its planned restructuring and follow-on offering, which is currently in registration. The potential benefits to your clients who have invested in Hines Global REIT II include lower fees, increased liquidity and flexibility, and greater transparency.

Your clients have now been sent a letter discussing these changes as well as the tender offer being made by Hines Global REIT II. Should they desire to remain invested in the fund, no action is needed on their part.

If you would like to review these changes again in further detail, I welcome your email or a call to my cell phone: ***-***-****.

With kind regards,

The full terms and conditions of the tender offer are set forth in the Offer to Purchase, the Letter of Transmittal and the related materials, each as may be amended and supplemented from time to time, which were filed with the Securities and Exchange Commission on October 3, 2017 and have been mailed to the fund's stockholders. This communication is for informational purposes only and shall not constitute an offer to purchase, nor a solicitation for acceptance, of the tender offer. The tender offer is being made only pursuant to the Offer to Purchase, the Letter of Transmittal and the related materials, each as may be amended and supplemented from time to time.

Cautionary Statement Regarding Forward-Looking Statements

Hines Global REIT II, Inc. ("Hines Global REIT II" or the "fund") is not currently offering shares of its common stock to new investors and has suspended its share redemption programs in connection with the launch of the tender offer. This email contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include statements about the expected benefits of the proposed restructuring. Forward-looking statements involve numerous risks and uncertainties, and you should not rely on them as predictions of future events. The forward-looking statements included herein are based on the fund's current expectations, plans, estimates, assumptions and beliefs that involve numerous risks and uncertainties. Forward-looking statements are based on expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, without limitation:

- whether the changes contemplated by the proposed restructuring will have the anticipated benefits to Hines Global REIT II and its stockholders described herein;
- whether the regulatory review of the follow-on offering or market or other factors will result in changes to the proposed terms of the follow-on offering; and
- the ability of the fund's board of directors to change the terms of the restructuring.

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements.