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

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2011
- or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number: 000-53964

Hines Global REIT, Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland
*(State or Other Jurisdiction of
Incorporation or Organization)*
2800 Post Oak Boulevard
Suite 5000
Houston, Texas
(Address of principal executive offices)

26-399995
*(I.R.S. Employer
Identification No.)*

77056-6118
(Zip code)

Registrant's telephone number, including area code:
(888) 220-6121

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated Filer (Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of May 10, 2011, approximately 60.3 million shares of the registrant's common stock were outstanding.

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SIGNATURES

Certification

Certification

Certification of CEO & CFO pursuant to Section 906

PART I - FINANCIAL INFORMATION**Item 1. Condensed Consolidated Financial Statements**

HINES GLOBAL REIT, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	<u>March 31, 2011</u>	<u>December 31, 2010</u>
	(In thousands, except per share amounts)	
ASSETS		
Investment property, net	\$ 544,462	\$ 449,029
Cash and cash equivalents	209,447	146,953
Restricted cash	2,503	348
Interest rate swap contracts	4,765	2,765
Tenant and other receivables	9,628	7,876
Intangible lease assets, net	210,130	161,036
Deferred leasing costs, net	1,577	622
Deferred financing costs, net	7,974	6,502
Other assets	1,798	553
Total Assets	<u>\$ 992,284</u>	<u>\$ 775,684</u>
LIABILITIES AND EQUITY		
Liabilities:		
Accounts payable and accrued expenses	\$ 19,230	\$ 13,622
Due to affiliates	6,404	2,167
Intangible lease liabilities, net	6,186	5,926
Other liabilities	10,886	8,020
Interest rate swap contracts	104	38
Distributions payable	4,366	3,231
Notes payable	476,316	378,295
Total Liabilities	<u>523,492</u>	<u>411,299</u>
Commitments and contingencies (Note 12)	-	-
Equity:		
Stockholders' equity:		
Preferred shares, \$.001 par value; 500,000 preferred shares authorized, none issued or outstanding as of March 31, 2011 and December 31, 2010	-	-
Common stock, \$.001 par value; 1,500,000 shares authorized, 54,514 and 41,287 issued and outstanding as of March 31, 2011 and December 31, 2010, respectively	54	41
Additional paid-in capital	460,196	350,561
Accumulated deficit	(33,351)	(25,873)
Accumulated other comprehensive income	2,605	1,347
Total stockholders' equity	<u>429,504</u>	<u>326,076</u>
Noncontrolling interests	<u>39,288</u>	<u>38,309</u>
Total equity	<u>468,792</u>	<u>364,385</u>
Total Liabilities and Equity	<u>\$ 992,284</u>	<u>\$ 775,684</u>

See notes to the condensed consolidated financial statements.

HINES GLOBAL REIT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
For the Three Months Ended March 31, 2011 and 2010
(UNAUDITED)

	<u>2011</u>	<u>2010</u>
	(In thousands, except per share amounts)	
Revenues:		
Rental revenue	\$ 17,303	\$ -
Other revenue	1,537	-
Total revenues	18,840	-
Expenses:		
Property operating expenses	4,326	-
Real property taxes	1,594	-
Property management fees	513	-
Depreciation and amortization	10,563	-
Acquisition related expenses	1,054	89
Asset management and acquisition fees	3,866	-
General and administrative	753	311
Total expenses	22,669	400
Loss before other income (expenses) and provision for income taxes	(3,829)	(400)
Other income (expenses):		
Gain on interest rate swap contracts, net	1,933	-
Other gains	26	-
Interest expense	(4,656)	-
Interest income	39	6
Loss before provision for income taxes	(6,487)	(394)
Provision for income taxes	(357)	-
Net loss	(6,844)	(394)
Net (income) loss attributable to noncontrolling interests	(634)	2
Net loss attributable to common stockholders	\$ (7,478)	\$ (392)
Basic and diluted loss per common share:	\$ (0.16)	\$ (0.07)
Weighted average number of common shares outstanding	47,601	5,884
Net comprehensive income (loss):		
Net loss	\$ (6,844)	\$ (394)
Other comprehensive income:		
Foreign currency translation adjustment	2,587	-
Net comprehensive loss:	(4,257)	(394)
Net comprehensive (income) loss attributable to noncontrolling interests	(1,963)	2
Net comprehensive loss attributable to common stockholders	\$ (6,220)	\$ (392)

See notes to the condensed consolidated financial statements.

HINES GLOBAL REIT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
For the Three Months Ended March 31, 2011 and 2010
(UNAUDITED)
(In thousands)

Hines Global REIT, Inc.							
	Common Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Noncontrolling Interests
Balance as of January 1, 2011	41,287	\$ 41	\$ 350,561	\$ (25,873)	\$ 1,347	\$ 326,076	\$ 38,309
Issuance of common shares	13,324	13	132,802	-	-	132,815	-
Distributions declared	-	-	(8,216)	-	-	(8,216)	(4)
Distributions on Convertible Preferred Equity Certificates ("CPEC")	-	-	-	-	-	-	(980)
Redemption of Common Shares	(97)	-	(1,400)	-	-	(1,400)	-
Selling commissions and dealer manager fees	-	-	(12,688)	-	-	(12,688)	-
Issuer costs	-	-	(863)	-	-	(863)	-
Net loss	-	-	-	(7,478)	-	(7,478)	634
Foreign currency translation adjustment	-	-	-	-	1,258	1,258	1,329
Balance as of March 31, 2011	<u>54,514</u>	<u>\$ 54</u>	<u>\$ 460,196</u>	<u>\$ (33,351)</u>	<u>\$ 2,605</u>	<u>\$ 429,504</u>	<u>\$ 39,288</u>
	Common Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Noncontrolling Interests
Balance as of January 1, 2010	3,276	\$ 3	\$ 26,012	\$ (408)	\$ -	\$ 25,607	\$ 33
Issuance of common shares	5,758	6	57,442	-	-	57,448	-
Distributions declared	-	-	(997)	-	-	(997)	(4)
Selling commissions and dealer manager fees	-	-	(5,593)	-	-	(5,593)	-
Issuer costs	-	-	(485)	-	-	(485)	-
Net loss	-	-	-	(392)	-	(392)	(2)
Balance as of March 31, 2010	<u>9,034</u>	<u>\$ 9</u>	<u>\$ 76,379</u>	<u>\$ (800)</u>	<u>\$ -</u>	<u>\$ 75,588</u>	<u>\$ 27</u>

See notes to the condensed consolidated financial statements.

HINES GLOBAL REIT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three Months Ended March 31, 2011 and 2010
(UNAUDITED)

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES:	(In thousands)	
Net loss	\$ (6,844)	\$ (394)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization	11,696	-
Other gains	36	-
Gain on interest rate swap contracts	(1,933)	-
Changes in assets and liabilities:		
Change in other assets	(56)	(70)
Change in tenant and other receivables	(1,136)	(1)
Change in deferred leasing costs	(1,014)	-
Change in accounts payable and accrued expenses	3,693	156
Change in other liabilities	2,384	-
Change in due to affiliates	4,464	(86)
Net cash from operating activities	<u>11,290</u>	<u>(395)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Investments in property	(91,732)	-
Deposits on investment property	-	(5,000)
Increase in acquired lease intangibles, net	(54,916)	-
Increase in restricted cash	(2,149)	-
Net cash from investing activities	<u>(148,797)</u>	<u>(5,000)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Escrowed investor proceeds	-	(60)
Escrowed investor proceeds liability	-	60
Proceeds from issuance of common stock	128,302	56,551
Redemption of common shares	(938)	-
Payments of issuer costs	(1,193)	(1,908)
Payment of selling commissions and dealer manager fees	(12,870)	(5,640)
Distributions paid to stockholders and noncontrolling interests	(4,070)	(310)
Proceeds from notes payable	92,009	-
Payments on notes payable	(260)	-
Decrease in security deposit liability, net	(4)	-
Deferred financing costs paid	(871)	-
Net cash from financing activities	<u>200,105</u>	<u>48,693</u>
Effect of exchange rate changes on cash	(104)	-
Net change in cash and cash equivalents	62,494	43,298
Cash and cash equivalents, beginning of period	146,953	28,168
Cash and cash equivalents, end of period	<u>\$ 209,447</u>	<u>\$ 71,466</u>

See notes to the condensed consolidated financial statements.

HINES GLOBAL REIT, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the Three Months Ended March 31, 2011 and 2010

1. ORGANIZATION

The accompanying interim unaudited condensed consolidated financial information has been prepared according to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted according to such rules and regulations. For further information, refer to the financial statements and footnotes for the year ended December 31, 2010 included in Hines Global REIT, Inc.'s Annual Report on Form 10-K. In the opinion of management, all adjustments and eliminations, consisting only of normal recurring adjustments, necessary to present fairly and in conformity with GAAP the financial position of Hines Global REIT, Inc. as of March 31, 2011 and December 31, 2010, and the results of operations and cash flows for the three months ended March 31, 2011 and 2010 have been included. The results of operations for such interim periods are not necessarily indicative of the results for the full year.

Hines Global REIT, Inc. (the "Company"), was formed as a Maryland corporation on December 10, 2008 under the General Corporation Law of the state of Maryland for the purpose of engaging in the business of investing in and owning commercial real estate properties and other real estate investments. Beginning with its taxable year ended December 31, 2009, the Company operated and intends to continue to operate in a manner to qualify as a real estate investment trust ("REIT") for federal income tax purposes. The business of the Company is managed by Hines Global REIT Advisors LP (the "Advisor"), an affiliate of Hines Interests Limited Partnership ("Hines"), pursuant to the Advisory Agreement, between the Company, the Advisor and the Operating Partnership (defined below).

On August 5, 2009, the Company commenced its initial public offering of up to \$3.5 billion in shares of common stock for sale to the public (the "Offering") through which it has received gross offering proceeds of \$604.9 million from the sale of 60.7 million shares through May 10, 2011. The Company engaged Hines Real Estate Investments, Inc., (the "Dealer Manager"), an affiliate of Hines, to serve as the dealer manager for the Offering. The Dealer Manager is responsible for marketing the Company's shares being offered pursuant to the Offering. The Company has and intends to continue to invest the net proceeds from the Offering in a diversified portfolio of quality commercial real estate properties and other real estate investments throughout the United States and internationally. Properties purchased by the Company may have varying uses including office, retail, industrial, multi-family residential and hospitality or leisure. The Company may invest in operating properties, properties under development, and undeveloped properties such as land. In addition, the Company may also make other real estate investments including investments in equity or debt interests, which may include securities in other real estate entities and debt related to real estate.

The Company made its first real estate investment in June 2010 and owned interests in six properties as of March 31, 2011. These properties consisted of three U.S. office properties, one mixed-use industrial/flex office park complex in Austin, Texas, one international office property in London, England and one mixed-use office and retail complex in Birmingham, England. These properties contain, in the aggregate, 2.2 million square feet of leasable space.

Noncontrolling Interests

On January 7, 2009, the Company and Hines Global REIT Associates Limited Partnership ("HALP"), an affiliate of the Advisor, formed Hines Global REIT Properties, LP (the "Operating Partnership"). The Company conducts substantially all of its operations through the Operating Partnership. On January 14, 2009, the Company and HALP made initial capital contributions to the Operating Partnership of \$10,000 and \$190,000, respectively and accordingly, HALP owned a 95.0% noncontrolling interest in the Operating Partnership. As of March 31, 2011 and December 31, 2010, HALP owned a 0.04% and 0.1% interest in the Operating Partnership, respectively.

In June 2010, the Operating Partnership and Moorfield Real Estate Fund II GP Ltd. ("Moorfield") formed Hines Moorfield UK Venture I S.A.R.L., (the "Brindleyplace JV") and, on July 7, 2010, the Brindleyplace JV acquired several properties located in Birmingham, England (the "Brindleyplace Project"). The Brindleyplace Project consists of five office buildings including ground-floor retail, restaurant and theatre space, and a 903-space multi-story parking garage. The Company owns a 60% interest in the Brindleyplace JV and Moorfield holds the remaining 40% interest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Described below are certain of the Company's significant accounting policies. The disclosures regarding several of the policies have been condensed or omitted in accordance with interim reporting regulations specified by Form 10-Q. Please see the Company's Annual Report on Form 10-K for a complete listing of all of its significant accounting policies.

Use of Estimates

The Company's condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of the condensed consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities and contingencies as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The Company evaluates its assumptions and estimates on an ongoing basis. The Company bases its estimates on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances. Additionally, application of the Company's accounting policies involves exercising judgments regarding assumptions as to future uncertainties. Actual results may differ from these estimates.

Basis of Presentation

The condensed consolidated financial statements of the Company include the accounts of Hines Global REIT, Inc., the Operating Partnership and its wholly-owned subsidiaries and the Brindleyplace JV as well as amounts related to noncontrolling interests. All intercompany balances and transactions have been eliminated in consolidation.

International Operations

The British pound ("GBP") is the functional currency for Company's subsidiaries operating in the United Kingdom. These subsidiaries have translated their financial statements from British pounds into U.S. dollars for reporting purposes. During the three months ended March 31, 2011, the Company recorded foreign currency translation adjustments of \$2.6 million, including \$1.3 million of adjustments relating to Moorfield, due to the effect of changes in exchange rates between the British pound and the U.S. dollar.

Impairment of Investment Property

Real estate assets are reviewed for impairment each reporting period if events or changes in circumstances indicate that the carrying amount of the individual property may not be recoverable. In such an event, a comparison will be made of the current and projected operating cash flows of each property on an undiscounted basis to the carrying amount of such property. If the carrying amount exceeds the undiscounted cash flows, it would be written down to the estimated fair value to reflect impairment in the value of the asset. The determination of whether investment property is impaired requires a significant amount of judgment by management and is based on the best information available to management at the time of the evaluation. No impairment charges were recorded during the three months ended March 31, 2011.

Cash and Cash Equivalents

The Company considers all short-term, highly liquid investments that are readily convertible to cash with a maturity of three months or less at the time of purchase to be cash equivalents.

Restricted Cash

As of March 31, 2011 and December 31, 2010, the Company had restricted cash of \$2.5 million and approximately \$348,000, respectively, related to certain escrows required by several of the Company's mortgage agreements.

Tenant and Other Receivables

Tenant and other receivables are recorded at cost, net of any applicable allowance for doubtful accounts. As of March 31, 2011 and December 31, 2010, no such allowances have been recorded.

In addition, as of March 31, 2011 and December 31, 2010, respectively, tenant and other receivables included \$1.7 million and \$1.2 million of receivables from the Company's transfer agent related to shares of its stock that were issued, but the related proceeds had not yet been released to the Company.

Deferred Leasing Costs

Tenant inducement amortization was approximately \$65,000 for the three months ended March 31, 2011 and was recorded as a reduction to rental revenue. The Company recorded approximately \$15,000 as amortization expense related to other direct leasing costs for the three months ended March 31, 2011.

Deferred Financing Costs

Deferred financing costs consist of direct costs incurred in obtaining debt financing, including the financing fees paid to the Advisor (see Note 7 – Related Party Transactions). These costs are amortized into interest expense on a straight-line basis, which approximates the effective interest method, over the terms of the obligations. For the three months ended March 31, 2011, approximately \$366,000, was amortized into interest expense.

Other Assets

Other assets was primarily made up of prepaid expenses as of March 31, 2011, which will be expensed in the period of service.

Revenue Recognition

The Company recognizes rental revenue on a straight-line basis over the life of the lease including rent holidays, if any. Straight-line rent receivable was \$2.8 million and \$1.6 million as of March 31, 2011 and December 31, 2010, respectively.

Issuer Costs

The Company reimburses the Advisor for any issuer costs related to the Offering that it pays on the Company's behalf. From inception to March 31, 2011, issuer costs incurred by the Advisor on the Company's behalf totaled \$7.9 million, of which approximately \$337,000 related to organizational issuer costs.

Income Taxes

In connection with the operation of the Brindleyplace Project, the Company has recorded a provision for British and Luxembourg income taxes of approximately \$357,000 for the three months ended March 31, 2011, in accordance with tax laws and regulations. As of March 31, 2011, the Company had no tax credits or net operating loss carry-forwards.

Deferred income taxes result from temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. As of March 31, 2011, the Company had recorded a deferred tax asset of approximately \$1.2 million related to net operating loss carry-forwards, which was included in other assets in the accompanying condensed consolidated balance sheet.

Redemption of Common Stock

The Company has recorded liabilities of approximately \$1.1 million and \$593,000 in accounts payable and accrued expenses in the accompanying condensed consolidated balance sheet as of March 31, 2011 and December 31, 2010, respectively, related to shares tendered for redemption and approved by the board of directors, but which were not redeemed until the subsequent month. Such amounts have been included in redemption of common shares in the accompanying condensed consolidated statements of equity.

Per Share Data

Net loss per common share is calculated by dividing the net loss attributable to common stockholders for each period by the weighted average number of common shares outstanding during such period. Net loss per common share on a basic and diluted basis is the same because the Company has no potentially dilutive common shares outstanding.

3. INVESTMENT PROPERTY

The Company makes real estate investments directly through entities wholly-owned by the Operating Partnership, or indirectly through other entities. The table below provides information regarding the properties in which the Company owned interests as of March 31, 2011:

Direct Investments

Property	Location	Date Acquired	Leasable Square Feet	Percent Leased	Effective Ownership (1)
17600 Gillette	Irvine, California	6/2010	98,925	100%	100%
Hock Plaza	Durham, North Carolina	9/2010	327,160	99%	100%
Southpark	Austin, Texas	10/2010	372,125	94%	100%
Fifty South Sixth	Minneapolis, Minnesota	11/2010	698,783	94%	100%
Stonecutter Court	London, England	3/2011	152,829	100%	100%
Total for Directly-Owned Properties			1,649,822	96%	

Indirect Investments					
Brindleyplace Project	Birmingham, England	7/2010	560,207	99%	60%
Total for Indirectly-Owned Properties			560,207	99%	
Total for All Properties			2,210,029	97%	(2)

(1) This percentage shows the effective ownership of the Operating Partnership in the properties listed. On March 31, 2011, the Company owned a 99.96% interest in the Operating Partnership as its sole general partner. Affiliates of Hines owned the remaining 0.04% interest in the Operating Partnership.

(2) This amount represents the percentage leased assuming we own a 100% interest in each of these properties. The percentage leased based on our effective ownership interest in each property is 97%.

Investment property consisted of the following amounts (in thousands):

	March 31, 2011	December 31, 2010
Buildings and improvements	\$ 542,105	\$ 443,592
Less: accumulated depreciation	(6,973)	(3,893)
Buildings and improvements, net	535,132	439,699
Land	9,330	9,330
Investment property, net	\$ 544,462	\$ 449,029

As of March 31, 2011, the cost basis and accumulated amortization related to lease intangibles was as follows (in thousands):

	Lease Intangibles		
	In-Place Leases	Out-of-Market Lease Assets	Out-of-Market Lease Liabilities
Cost	\$ 193,122	\$ 36,387	\$ (7,399)
Less: accumulated amortization	(17,126)	(2,253)	1,213
Net	\$ 175,996	\$ 34,134	\$ (6,186)

As of December 31, 2010, the cost basis and accumulated amortization related to lease intangibles was as follows (in thousands):

	Lease Intangibles		
	In-Place Leases	Out-of-Market Lease Assets	Out-of-Market Lease Liabilities
Cost	\$ 139,561	\$ 34,000	\$ (6,674)
Less: accumulated amortization	(11,241)	(1,284)	748
Net	\$ 128,320	\$ 32,716	\$ (5,926)

Amortization expense of in-place leases was \$7.6 million for the three months ended March 31, 2011. Amortization of out-of-market leases for the three months ended March 31, 2011 was a decrease to rental revenue of approximately \$579,000. No amortization expense was recorded for the three months ended March 31, 2010, as the Company did not make its first acquisition until June 2010.

Anticipated amortization of in-place leases and out-of-market leases, net, for the following periods are as follows (in thousands):

	In-Place Leases	Out-of-Market Leases, Net
April 1 through December 31, 2011	\$ 24,979	\$ 1,782
2012	24,868	3,056
2013	22,498	3,008
2014	20,615	2,981
2015	18,702	3,106

Leases

The company has entered into non-cancelable lease agreements with tenants for space. As of March 31, 2011, the approximate fixed future minimum rentals for the following periods are as follows (in thousands):

	Fixed Future Minimum Rentals
April 1 through December 31, 2011	\$ 45,534
2012	54,348
2013	52,228
2014	50,239
2015	48,373
Thereafter	205,743
Total	\$ 456,465

Of the Company's total rental revenue for the three months ended March 31, 2011, approximately 15% was earned from a tenant in the legal services industry whose lease expires in 2016, approximately 14% was earned from a tenant in the accounting industry who has leases that expire in 2016, 2019 and 2024 and approximately 10% was earned from a tenant in the education services industry whose lease expires in 2019.

Recent Acquisitions

The amounts of major assets recognized for Stonecutter Court as of the acquisition date were determined by allocating the purchase price as follows (in thousands):

	Stonecutter Court (1)
Buildings and improvements	\$ 90,677
In-place lease intangibles	53,317
Out-of-market lease intangibles, net	1,598
Total	\$ 145,592

(1) These amounts were translated from GBP to U.S. dollars at a rate of \$1.61 per GBP, based on the exchange rate in effect on the date of acquisition.

The tables below include the amounts of revenue and net loss of Stonecutter Court included in the Company's condensed consolidated results of operations for the three months ended March 31, 2011 and 2010 as well as pro forma information that is presented assuming the Company acquired Stonecutter Court on January 1, 2010. This pro forma information is not necessarily indicative of what the actual results of operations would have been had the Company completed this transaction on January 1, 2010, nor does it purport to represent its future operations (in thousands):

	Results of operations for the Three Months Ended March 31, 2011		Pro forma Adjustments	Pro forma results of operations for the Three Months Ended March 31, 2011		
Revenue	\$	598	\$	1,994	\$	2,592
Net loss	\$	(1,251)	\$	(371)	\$	(1,622)
Basic and diluted loss per common share					\$	(0.03)

	Results of operations for the Three Months Ended March 31, 2010		Pro forma Adjustments	Pro forma results of operations for the Three Months Ended March 31, 2010		
Revenue	\$	-	\$	2,592	\$	2,592
Net loss	\$	-	\$	(1,517)	\$	(1,517)
Basic and diluted loss per common share					\$	(0.26)

4. DEBT FINANCING

The following table includes the Company's outstanding notes payable as of March 31, 2011 and December 31, 2010 (in thousands, except interest rates):

Description	Origination or Assumption Date	Maturity Date	Interest Rate	Principal Outstanding at March 31, 2011	Principal Outstanding at December 31, 2010
SECURED MORTGAGE DEBT					
Brindleyplace Project	07/01/10	07/07/15	Variable(1)	\$ 194,087	\$ 187,296
Hock Plaza	09/08/10	12/06/15	5.58 %	80,000	80,000
Southpark	10/19/10	12/06/16	5.67 %	18,000	18,000
Fifty South Sixth	11/04/10	11/04/15	Variable(2)	95,000	95,000
Stonecutter Court	03/11/11	03/11/16	Variable(3)	91,382	-
Total Principal Outstanding				478,469	380,296
Unamortized Discount (4)				(2,153)	(2,001)
				<u>\$ 476,316</u>	<u>\$ 378,295</u>

(1) On July 1, 2010, subsidiaries of the Brindleyplace JV entered into a secured mortgage facility agreement in the aggregate amount of £121.1 million (\$183.7 million assuming a rate of \$1.52 per GBP based on the exchange rate in effect on the transaction date) with Eurohypo AG ("Eurohypo"). The amounts outstanding were translated from GBP to U.S. dollars at a rate of \$1.60 and \$1.55 per GBP as of March 31, 2011 and December 31, 2010, respectively. The loan has a floating interest rate of LIBOR plus a margin of 1.60%. Interest on approximately £90.8 million (\$137.7 million assuming a rate of \$1.52 per GBP based on the exchange rate in effect on the transaction date) of the loan balance was fixed at closing at 2.29% (3.89% including the 1.60% margin) through multiple 5-year interest rate swaps with Eurohypo. At March 31, 2011, the variable rate for the loan was 2.38%. See Note 5 – Derivative Instruments for additional information regarding the Company's interest rate swaps.

(2) This loan has a floating interest rate based on the higher of: (i) LIBOR, (ii) the Federal Funds Rate plus 0.5% or (iii) the Prime Rate. The Company entered into a five-year interest rate swap in order to fix the interest rate at 1.37% (3.62% including the 2.25% margin). At March 31, 2011, the variable rate for the loan was 0.26%. See Note 5 – Derivative Instruments for additional information regarding the Company's interest rate swaps.

(3) In connection with the acquisition of Stonecutter Court, a wholly-owned subsidiary of the Operating Partnership, entered into a secured facility agreement in the amount of £57.0 million (\$92.0 million assuming a rate of \$1.61 per GBP based on the closing date). The loan provides for quarterly installments for the repayment of principal of £313,500 (\$502,600 assuming a rate of \$1.60 per GBP as of March 31, 2011). This loan has a variable interest rate based on LIBOR plus a margin of 2.08%. Principal and interest payments are due quarterly beginning on April 15, 2011 through maturity. The loan may be repaid in full prior to maturity, subject to a prepayment premium if it is repaid in the first four years, and is prepayable at par thereafter. This amount was translated from GBP to U.S. dollars at a rate of \$1.60 per GBP as of March 31, 2011. The Company entered into an interest rate swap agreement, which effectively fixed the interest rate of this borrowing at 2.71% (4.79% including the 2.08% margin). See Note 5- Derivative Instruments for additional information regarding the Company's interest rate swaps.

(4) The Company assumed notes payable in connection with various acquisitions, which were recorded at their estimated fair value as of the date of acquisition. The difference between the fair value at acquisition and the principal outstanding is amortized over the term of the related note.

The Company is not aware of any instances of noncompliance with financial covenants on any of its loans as of March 31, 2011.

Principal Payments on Notes Payable

The Company is required to make principal payments on its outstanding notes payable for the period of April 1, 2011 through December 31, 2011, for each of the years ending December 31, 2012 through December 31, 2015 and for the period thereafter (in thousands):

	April 1 through December 31, 2011	Payments due by Year				
		2012	2013	2014	2015	Thereafter
Principal payments	\$ 2,247	\$ 3,055	\$ 3,128	\$ 3,193	\$ 366,755	\$ 99,833

5. DERIVATIVE INSTRUMENTS

The Company has entered into several interest rate swap contracts as economic hedges against the variability of future interest rates on its variable interest rate borrowings. These swaps effectively fixed the interest rates on each of the loans to which they relate. The Company has not designated any of these contracts as cash flow hedges for accounting purposes.

The tables below provide additional information regarding each of the Company's interest rate swap contracts (in thousands):

Effective Date	Expiration Date	Notional Amount	Interest Rate Received	Interest Rate Paid
July 7, 2010	July 7, 2015	\$ 23,343	(1) LIBOR	2.29%
July 7, 2010	July 7, 2015	\$ 44,809	(1) LIBOR	2.29%
July 7, 2010	July 7, 2015	\$ 20,842	(1) LIBOR	2.29%
July 7, 2010	July 7, 2015	\$ 35,952	(1) LIBOR	2.29%
July 7, 2010	July 7, 2015	\$ 20,620	(1) LIBOR	2.29%
November 4, 2010	November 4, 2015	\$ 95,000	LIBOR	1.37%
March 11, 2011	March 11, 2016	\$ 91,382	(1) LIBOR	2.71%

(1) The notional amounts reported are in USD and have been converted from GBP, at a rate of \$1.60 per GBP as of March 31, 2011.

Derivatives Fair Value

Derivatives not designated as hedging instruments for accounting purposes:	March 31, 2011		December 31, 2010	
Interest rate swap contracts- Asset	\$	4,765	\$	2,765
Interest rate swap contracts- Liability		(104)		(38)
Total derivatives, net	\$	4,661	\$	2,727

For the Three Months Ended March 31,

	2011		2010	
Gain on interest rate swap contracts, net (1)	\$	1,933	\$	-
Total	\$	1,933	\$	-

(1) Amounts represent the gain on interest rate swaps due to changes in fair value and are recorded in gain on interest rate swap contracts, net in the condensed consolidated statements of operations.

6. DISTRIBUTIONS

With the authorization of its board of directors, the Company declared distributions to its stockholders and HALP for the period from October 20, 2009 through June 30, 2011. These distributions were or will be calculated based on stockholders of record for each day in an amount equal to \$0.00191781 per share, per day, which based on a purchase price of \$10 per share, would equate to a 7% annualized distribution rate if it were maintained every day for a twelve-month period. Distributions for the period from October 20, 2009 through February 28, 2010 were paid on March 1, 2010. Distributions for subsequent months have been or will be paid monthly on the first business day following the completion of each month to which they relate. All distributions were or will be paid in cash or reinvested in shares of the Company's common stock for those participating in its distribution reinvestment plan.

In addition, the Brindleyplace JV declared distributions in the amount of approximately \$980,000 to Moorfield for the three months ended March 31, 2011, related to the operations of the Brindleyplace Project. The table below outlines the Company's total distributions declared to stockholders and noncontrolling interest holders (HALP and Moorfield) for the three months ended March 31, 2011 and for each of the quarters ended during 2010, including the breakout between the distributions paid in cash and those reinvested pursuant to the Company's distribution reinvestment plan (in thousands):

Distributions for the Three Months Ended	Stockholders			Noncontrolling Interests
	Cash Distributions	Distributions Reinvested	Total Declared	Total Declared
2011				
March 31, 2011	\$ 3,769	\$ 4,447	\$ 8,216	\$ 984
Total	\$ 3,769	\$ 4,447	\$ 8,216	\$ 984
2010				
December 31, 2010	\$ 2,806	\$ 3,386	\$ 6,192	\$ 794
September 30, 2010	1,860	2,303	4,163	812
June 30, 2010	977	1,368	2,345	4
March 31, 2010	395	602	997	4
Total	\$ 6,038	\$ 7,659	\$ 13,697	\$ 1,614

7. RELATED PARTY TRANSACTIONS

The table below outlines fees and expense reimbursements incurred that are payable to Hines and its affiliates for the periods below (in thousands):

Type and Recipient	Incurred		Unpaid as of	
	Three Months Ended March 31,		March 31, 2011	December 31, 2010
	2011	2010		
Selling Commissions- Dealer Manager	\$ 9,472	\$ 4,171	\$ 579	\$ 663
Dealer Manager Fee- Dealer Manager	\$ 3,216	\$ 1,422	17	116
Issuer Costs- the Advisor	\$ 863	\$ 485	496	826
Acquisition Fee- the Advisor	\$ 2,935	\$ -	2,935	-
Asset Management Fee- the Advisor	\$ 931	\$ -	931	292
Debt Financing Fee- the Advisor	\$ 920	\$ -	920	-
Other (1) - the Advisor	\$ 339	\$ 87	211	202
Property Management Fee- Hines	\$ 243	\$ -	-	17
Leasing Fee- Hines	\$ 9	\$ -	9	-
Expense Reimbursement- Hines (with respect to management and operations of the Company's properties)	\$ 516	\$ -	306	51
Due to Affiliates			\$ 6,404	\$ 2,167

(1) Includes amounts the Advisor paid on behalf of the Company such as general and administrative expenses and acquisition-related expenses. These amounts are generally reimbursed to the Advisor during the month following the period in which they are incurred.

Other Affiliate Transactions

The Company receives rent under a lease of parking space with an affiliate of Hines at the Brindleyplace Project. Under this agreement, during the three months ended March 31, 2011, the Company recorded rental revenues of approximately £290,000 (\$464,000 based on an exchange rate of \$1.60 per GBP using the weighted average exchange rate that was in effect during the period) and recorded a receivable of approximately £85,000 (\$136,000 based on the exchange rate of \$1.60 per GBP as of March 31, 2011), which is recorded in tenant and other receivables.

8. NONCONTROLLING INTERESTS

On July 7, 2010, the Brindleyplace JV issued capital shares and Series B Convertible Preferred Equity Certificates ("CPEC") to Moorfield as a result of its contributions. Distributions are declared and paid quarterly to Moorfield based on the distributable income of the Brindleyplace Project and payment of the distributions will be subject to the approval of the board of directors of the Brindleyplace JV. During the three months ended March 31, 2011, the Brindleyplace JV declared approximately \$980,000 of preferred dividends to Moorfield related to the CPECs. This amount was recorded in net loss attributable to noncontrolling interests in the accompanying condensed consolidated statement of operations and comprehensive loss and offsets approximately \$343,000 of net loss that was attributable to Moorfield during the quarter ended March 31, 2011, related to the results of operations of the Brindleyplace JV.

9. FAIR VALUE MEASUREMENTS

Derivative Instruments

As described in Note 5 – Derivative Instruments, the Company entered into several interest rate swap contracts as economic hedges against the variability of future interest rates on its variable interest rate borrowings. Although the Company has determined the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties, Eurohypo, PB Capital Corporation and Landesbank Baden-Württemberg ("LBBW"). In adjusting the fair values of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds and guarantees. However, as of March 31, 2011, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuations of its derivatives. As a result, the Company has determined its derivative valuations are classified in Level 2 of the fair value hierarchy.

The following table sets forth the Company's interest rate swap contracts which are measured at fair value on a recurring basis, by level within the fair value hierarchy as of March 31, 2011 and December 31, 2010. The Company's derivative financial instruments are recorded in interest rate swap contracts in the condensed consolidated balance sheets. The Company has not designated any of its derivative instruments as hedging instruments for accounting purposes (all amounts are in thousands):

Period	Fair Value of Assets	Basis of Fair Value Measurements		
		Quoted Prices In Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2011	\$ 4,661	\$ -	\$ 4,661	\$ -
December 31, 2010	\$ 2,727	\$ -	\$ 2,727	\$ -

Other Items

Other Financial Instruments

As of March 31, 2011, the Company estimated that the book values of its notes payable approximate their fair values, as the rates approximate those available to the Company on current terms. Other financial instruments include cash and cash equivalents, restricted cash, distributions receivable, tenant and other receivables, accounts payable and accrued expenses, other liabilities and distributions payable. The carrying value of these items reasonably approximates their fair value based on their highly-liquid nature and/or short-term maturities.

10. REPORTABLE SEGMENTS

The Company's investments in real estate are geographically diversified and management evaluates the operating performance of each at an individual property level. The Company has determined it has four reportable segments: 1) domestic office properties, 2) a domestic industrial property, 3) an international office property and 4) an international mixed-use property. The domestic office properties segment consists of three office properties that the Company owns directly, the domestic industrial property segment consists of one industrial property that the Company owns directly, the international office property segment consists of one office property that the Company owns directly and the international mixed-use property segment consists of the Brindleyplace Project, which the Company owns indirectly through its investment in the Brindleyplace JV.

The tables below provide additional information related to each of the Company's segments and a reconciliation to the Company's net loss, as applicable. "Corporate-Level Accounts" includes amounts incurred by the corporate-level entities which are not allocated to any of the reportable segments (all amounts are in thousands):

	Three Months Ended March 31,	
	2011	2010
Total Revenue		
Domestic office properties	\$ 9,159	\$ -
Domestic industrial property	978	-
International office property	598	-
International mixed-use property	8,105	-
Total Revenue	\$ 18,840	\$ -
Net Operating Income (1)		
Domestic office properties	\$ 5,652	\$ -
Domestic industrial property	684	-
International office property	523	-
International mixed-use property	5,191	-
Total Segment Net Operating Income	\$ 12,050	\$ -

	March 31, 2011	December 31, 2010
Total Assets		
Domestic office properties	\$ 306,887	\$ 308,354
Domestic industrial property	31,566	32,483
International office property	150,694	-
International mixed-use property	307,641	296,805
Corporate-level accounts	195,496	138,042
Total Assets	\$ 992,284	\$ 775,684

	Three Months Ended March 31,	
	2011	2010
Reconciliation to net loss		
Total segment net operating income	\$ 12,050	\$ -
Depreciation and amortization	(10,563)	-
Acquisition related expenses	(1,054)	(89)
Asset management and acquisition fees	(3,866)	-
General and administrative expenses	(753)	(311)
Gain on interest rate swap contracts	1,933	-
Other gains	26	-
Interest expense	(4,656)	-
Interest income	39	6
Net loss	\$ (6,844)	\$ (394)

(1) Revenues less property operating expenses, real property taxes, property management fees and income taxes.

11. SUPPLEMENTAL CASH FLOW DISCLOSURES

Supplemental cash flow disclosures for the three months ended March 31, 2011 and 2010 (in thousands):

	2011	2010
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	\$ 3,950	\$ -
Supplemental Schedule of Non-Cash Activities		
Distributions declared and unpaid	\$ 4,314	\$ 479
Distributions reinvested	\$ 4,037	\$ 471
Shares tendered for redemption	\$ 1,055	\$ -

12. COMMITMENTS AND CONTINGENCIES

In accordance with the terms of the secured mortgage facility agreement with Eurohypo, the Brindleyplace JV is required to escrow a reserve in the amount of 3.5 million GBP (\$5.6 million assuming a rate of \$1.60 per GBP as of March 31, 2011) for the refurbishment of one of the buildings of the Brindleyplace Project. The refurbishment is expected to commence in early 2012 and the reserve will be released in reimbursement of qualified costs related to the refurbishment. The reserve is required to be fully funded by January 2012. As of March 31, 2011, the Brindleyplace JV had funded 1.2 million GBP (\$1.9 million USD assuming a rate of \$1.60 per GBP as of March 31, 2011) of this reserve, which was included in restricted cash in the condensed consolidated balance sheet.

The Company may be subject to various legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, management believes the final outcome of such matters will not have a material adverse effect on the Company's condensed consolidated financial statements.

13. SUBSEQUENT EVENTS

FM Logistics

On April 27, 2011, a subsidiary of the Company acquired all of the share capital of Dolorous Limited and Ifmall Finance Ltd., for the sole purpose of acquiring FM Logistic Industrial Park, a nine building industrial complex of 748,578 square feet located in Moscow, Russia. The project is 100% leased to FM Logistic, a global third-party logistics provider, through March 2016. The seller, AIG European Real Estate Partners, L.P., is not affiliated with the Company or its affiliates. The Company purchased the project for \$74.9 million, which included the acquisition of the entities' cash and other assets, net of liabilities, totaling \$2.2 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the notes thereto included in Item 1 in this Quarterly Report on Form 10-Q. The following discussion should also be read in conjunction with our audited consolidated financial statements and the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2010.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q includes 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 statements include statements concerning future financial performance and distributions, future debt and financing levels, acquisitions and investment objectives, payments to Hines Global REIT Advisors Limited Partnership (the "Advisor"), and its affiliates and other plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto as well as all other statements that are not historical statements. These statements are only predictions. We caution that forward-looking statements are not guarantees. Actual events or our investments and results of operations could differ materially from those expressed or implied in forward-looking statements. Forward-looking statements are typically identified by the use of terms such as "may," "should," "expect," "could," "intend," "plan," "anticipate," "estimate," "believe," "continue," "predict," "potential" or the negative of such terms and other comparable terminology.

The forward-looking statements included in this Quarterly Report on Form 10-Q are based on our current expectations, plans, estimates, assumptions and beliefs that involve numerous risks and uncertainties. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions, the availability of future financing and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Any of the assumptions underlying forward-looking statements could be inaccurate. To the extent that our assumptions differ from actual results, our ability to meet such forward-looking statements, including our ability to generate positive cash flow from operations, pay distributions to our shareholders and maintain the value of any real estate investments and real estate-related investments in which we may hold an interest in the future, may be significantly hindered.

The following are some of the risks and uncertainties, which could cause actual results to differ materially from those presented in certain forward-looking statements:

- We have a limited operating history or established financing sources, and the prior performance of other Hines affiliated entities may not be a good measure of our future results; therefore, there is no assurance we will be able to achieve our investment objectives;
- Our current offering is a best efforts offering and as such, the risk that we will not be able to accomplish our business objectives and that the poor performance of a single investment will materially adversely affect our overall investment performance, will increase if we do not sell a substantial number of additional shares in the offering;
- Whether we will have the opportunity to invest offering and distribution reinvestment plan proceeds to acquire properties or other investments or whether such proceeds will be needed to redeem shares; and if proceeds are available for investment, our ability to make such investments in a timely manner and at appropriate amounts that provide acceptable returns;
- Competition for tenants and real estate investment opportunities, including competition with affiliates of Hines Interests Limited Partnership ("Hines");
- Our reliance on our Advisor, Hines and affiliates of Hines for our day-to-day operations and the selection of real estate investments, and our Advisor's ability to attract and retain high-quality personnel who can provide service at a level acceptable to us;
- Risks associated with conflicts of interests that result from our relationship with our Advisor and Hines, as well as conflicts of interests certain of our officers and directors face relating to the positions they hold with other entities;
- The potential need to fund tenant improvements, lease-up costs or other capital expenditures, as well as increases in property operating expenses and costs of compliance with environmental matters or discovery of previously undetected environmentally hazardous or other undetected adverse conditions at our properties;

- The availability and timing of distributions we may pay is uncertain and cannot be assured;
- In our initial quarters of operations, our distributions were paid using cash flows from financing activities, including proceeds from our initial public offering and proceeds from debt financings and some or all of the distributions we pay in the future may be paid from similar sources or sources such as cash advances by our Advisor or cash resulting from a waiver or deferral of fees. When we pay distributions from sources other than our cash flow from operations, we will have less funds available for the acquisition of properties, and your overall return may be reduced;
- Risks associated with debt and our ability to secure financing;
- Risks associated with adverse changes in general economic or local market conditions, including terrorist attacks and other acts of violence, which may affect the markets in which we and our tenants operate;
- Catastrophic events, such as hurricanes, earthquakes and terrorist attacks; and our ability to secure adequate insurance at reasonable and appropriate rates;
- The failure of any bank in which we deposit our funds could reduce the amount of cash we have available to pay distributions and make additional investments;
- Changes in governmental, tax, real estate and zoning laws and regulations and the related costs of compliance and increases in our administrative operating expenses, including expenses associated with operating as a public company;
- International investment risks, including the burden of complying with a wide variety of foreign laws and the uncertainty of such laws, the tax treatment of transaction structures, political and economic instability, foreign currency fluctuations, and inflation and governmental measures to curb inflation may adversely affect our operations and our ability to make distributions;
- The lack of liquidity associated with our assets; and
- Our ability to continue to qualify as a real estate investment trust (“REIT”) for federal income tax purposes.

These risks are more fully discussed in, and all forward-looking statements should be read in light of, all of the factors discussed Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2010.

You are cautioned not to place undue reliance on any forward-looking statements included in this Quarterly Report on Form 10-Q. All forward-looking statements are made as of the date of this Quarterly Report on Form 10-Q and the risk that actual results will differ materially from the expectations expressed in this Quarterly Report on Form 10-Q may increase with the passage of time. In light of the significant uncertainties inherent in the forward-looking statements included in this Quarterly Report on Form 10-Q, the inclusion of such forward-looking statements should not be regarded as a representation by us or any other person that the objectives and plans set forth in this Quarterly Report on Form 10-Q will be achieved. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. Each forward-looking statement speaks only as of the date of the particular statement, and we do not undertake to update any forward-looking statement.

Executive Summary

Hines Global REIT, Inc. (“Hines Global” and, together with its consolidated subsidiaries, “we”, “us” or the “Company”) and its subsidiary, Hines Global REIT Properties, LP (the “Operating Partnership”) were formed in December 2008 to invest in a diversified portfolio of quality commercial real estate properties and related investments in the United States and internationally. In August 2009, we commenced a \$3.5 billion initial public offering of our common shares (the “Offering”) and have raised \$604.9 million in gross proceeds from the Offering through May 10, 2011.

We intend to meet our primary investment objectives by investing in a portfolio of real estate properties and other real estate investments that relate to properties that are generally diversified by geographic area, lease expirations and tenant industries. These investments could include a variety of asset types in the US and internationally such as office, retail, industrial, etc. In addition, we may invest in operating properties, properties under development and undeveloped properties or real estate-related investments such as real estate securities or debt. We expect to fund these acquisitions primarily with proceeds from the Offering and debt financing.

As of March 31, 2011, we owned interests in six properties. These properties consisted of three U.S. office properties, one mixed-use industrial/flex office park complex in Austin, Texas, one international office property in London, England and one mixed-use office and retail complex in Birmingham, England. These properties contain, in the aggregate, 2.2 million square feet of leasable space, and we believe each property is suitable for its intended purpose.

Critical Accounting Policies

Each of our critical accounting policies involves the use of estimates that require management to make assumptions that are subjective in nature. Management relies on its experience, collects historical and current market data, and analyzes these assumptions in order to arrive at what it believes to be reasonable estimates. In addition, application of these accounting policies involves the exercise of judgments regarding assumptions as to future uncertainties. Actual results could materially differ from these estimates. A disclosure of our critical accounting policies is included in our Annual Report on Form 10-K for the year ended December 31, 2010 in "Management's Discussion and Analysis of Financial Condition." There have been no significant changes to our policies during 2011.

Financial Condition, Liquidity and Capital Resources

Our principal demands for funds are to purchase real estate properties and make other real estate investments, for the payment of operating expenses and distributions, and for the payment of principal and interest on indebtedness. Generally, we expect to meet operating cash needs from our cash flow from operations, and we expect to meet cash needs for acquisitions and investments from the net proceeds of the Offering and from debt proceeds.

As of March 31, 2011, we had consolidated cash and cash equivalents of \$209.4 million, which were primarily generated by proceeds from the Offering. We intend to invest these and future proceeds raised during our Offering as quickly and prudently as possible. In the current market, there is a significant amount of investment capital pursuing high-quality, well located assets and these conditions can cause aggressive competition and pricing for assets which match our investment strategy. Accordingly, we may experience delays in investing our Offering proceeds and may experience higher pricing, which would result in lower returns. This may cause us to re-evaluate our level of distributions for the future and we may not be able to maintain our current level of distributions.

We expect that once we have fully invested the proceeds of the Offering and other potential subsequent offerings, our debt financing, including our pro rata share of the debt financing of entities in which we invest, will be in the range of approximately 50% - 70% of the aggregate value of our real estate investments and other assets. Financing for acquisitions and investments may be obtained at the time an asset is acquired or an investment is made or at such later time as we determine to be appropriate. In addition, debt financing may be used from time to time for property improvements, lease inducements, tenant improvements and other working capital needs, including the payment of distributions. Additionally, the amount of debt placed on an individual property or related to a particular investment, including our pro rata share of the amount of debt incurred by an individual entity in which we invest, may be less than 50% or more than 70% of the value of such property/investment or the value of the assets owned by such entity, depending on market conditions and other factors. Our aggregate borrowings, secured and unsecured, must be reasonable in relation to our net assets and must be reviewed by our board of directors at least quarterly. Our charter limits our borrowing to 300% of our net assets (which approximates 75% of the cost of our assets) unless any excess borrowing is approved by a majority of our independent directors and is disclosed to our stockholders in our next quarterly report along with justification for the excess. Our portfolio was 46% leveraged as of March 31, 2011, based on the aggregate net purchase price of our real estate investments and cash and cash equivalents on hand as of that date.

Notwithstanding the above, depending on market conditions and other factors, we may choose not to place additional debt on our portfolio or our assets and may choose not to borrow to finance our operations or to acquire properties. Any additional indebtedness we do incur will likely be subject to continuing covenants, and we will likely be required to make continuing representations and warranties about our company in connection with such debt. Moreover, some or all of our debt may be secured by some or all of our assets. If we default on the payment of interest or principal on any such debt, breach any representation or warranty in connection with any borrowing or violate any covenant in any loan document, our lender may accelerate the maturity of such debt, requiring us to immediately repay all outstanding principal.

The discussions below provide additional details regarding our cash flows.

Cash Flows from Operating Activities

Our real estate properties generate cash flow in the form of rental revenues, which are reduced by debt service, direct leasing costs and property-level operating expenses. Property-level operating expenses consist primarily of salaries and wages of property management personnel, utilities, cleaning, insurance, security and building maintenance costs, property management and leasing fees, and property taxes. Additionally, we incur general and administrative expenses, asset management and acquisition fees and expenses.

Net cash provided by operating activities was \$11.3 million and primarily related to rental receipts offset by the payment of acquisition-related expenses, asset management fees, general and administrative expenses and property operating expenses. Under GAAP, acquisition fees and acquisition-related expenses are expensed and therefore reduce cash flows from operating activities. However, we fund these expenses with proceeds from the Offering or other equity capital. During the three months ended March 31, 2011, we paid acquisition-related expenses of approximately \$977,000.

Cash Flows from Investing Activities

Net cash used in investing activities was primarily due to the payment of \$146.3 million related to the acquisition of Stonecutter Court and its related lease intangibles.

During the three months ended March 31, 2011, we had an increase in restricted cash of \$2.1 million. The increase was primarily related to escrows required by our outstanding mortgage loans.

Cash Flows from Financing Activities

Initial Public Offering

During the three months ended March 31, 2011 and 2010, respectively, we raised proceeds of \$128.3 million and \$56.6 million from the Offering, excluding proceeds from the distribution reinvestment plan. In addition, during the three months ended March 31, 2011, we redeemed approximately \$938,000 in shares of our common stock through our redemption plan.

We use our proceeds from the Offering to make certain payments to Hines Global REIT Advisors LP (the "Advisor"), the Dealer Manager and Hines and their affiliates during the various phases of our organization and operation. During the organization and offering stage, these include payments to our Dealer Manager for selling commissions and the dealer manager fee and payments to our Advisor for reimbursement of issuer costs. During the three months ended March 31, 2011 and 2010, respectively, we made payments of \$14.1 million and \$7.5 million, for selling commissions, dealer manager fees and issuer costs related to the Offering.

Distributions

In our initial quarters of operations, and from time to time thereafter, we may not generate sufficient cash flow from operations to fully fund distributions paid. Therefore, particularly in the earlier part of the Offering, some or all of our distributions may continue to be paid from other sources, such as cash advances by the Advisor, cash resulting from a waiver or deferral of fees, borrowings and/or proceeds from the Offering. We have not placed a cap on the amount of our distributions that may be paid from any of these sources.

With the authorization of our board of directors, we declared distributions to our stockholders and HALP for the period from October 20, 2009 through June 30, 2011. These distributions were or will be calculated based on stockholders of record for each day in an amount equal to \$0.00191781 per share, per day, which based on a purchase price of \$10 per share, would equate to a 7% annualized distribution rate if it were maintained every day for a twelve-month period. Distributions for the period from October 20, 2009 through February 28, 2010 were paid on March 1, 2010. Distributions for subsequent months have been or will be paid monthly on the first business day following the completion of each month to which they relate. All distributions were or will be paid in cash or reinvested in shares of our common stock for those participating in our distribution reinvestment plan. See "Financial Condition, Liquidity and Capital Resources" for additional information regarding our distributions.

In addition, the Brindleyplace JV declared distributions in the amount of approximately \$980,000 to Moorfield for the three months ended March 31, 2011, related to the operations the Brindleyplace Project. The table below contains additional information regarding distributions to our stockholders and noncontrolling interest holders (HALP and Moorfield) as well as the sources of payments (all amounts are in thousands):

Distributions for the Three Months Ended	Stockholders			Noncontrolling Interests	Sources		
	Cash Distributions	Distributions Reinvested	Total Declared	Total Declared	Cash Flows From Operating Activities	Cash Flows From Financing Activities (1)	
2011							
March 31, 2011	\$ 3,769	\$ 4,447	\$ 8,216	\$ 984	\$ 4,753	\$ -	0%
Total	<u>\$ 3,769</u>	<u>\$ 4,447</u>	<u>\$ 8,216</u>	<u>\$ 984</u>	<u>\$ 4,753</u>	<u>\$ -</u>	<u>0%</u>
2010							
December 31, 2010	\$ 2,806	\$ 3,386	\$ 6,192	\$ 794	\$ -	\$ 3,600	100%
September 30, 2010	1,860	2,303	4,163	812	-	2,672	100%
June 30, 2010	977	1,368	2,345	4	-	981	100%
March 31, 2010	395	602	997	4	-	399	100%
Total	<u>\$ 6,038</u>	<u>\$ 7,659</u>	<u>\$ 13,697</u>	<u>\$ 1,614</u>	<u>\$ -</u>	<u>\$ 7,652</u>	<u>100%</u>

(1) Cash flows from financing activities includes proceeds from the Offering, equity capital contributions from Moorfield and proceeds from debt financings.

Under GAAP, acquisition fees and acquisition-related expenses are expensed and therefore reduce cash flows from operating activities. However, we have funded these fees and expenses with proceeds from the Offering or equity capital contributions from Moorfield. During the three months ended March 31, 2011, we paid approximately \$977,000 of acquisition-related expenses and did not pay any acquisition fees. During the year ended December 31, 2010, we paid \$10.0 million of acquisition fees and \$15.5 million of acquisition-related expenses.

From inception through March 31, 2011, we paid distributions to our stockholders totaling \$19.1 million, compared to total aggregate FFO loss of \$11.3 million. During our offering and investment stages, we incur acquisition fees and expenses in connection with our real estate investments, which are recorded as reductions to net income and FFO. From inception through March 31, 2011, we incurred acquisition fees and expenses totaling \$29.4 million. See “Results of Operations — Funds from Operations and Modified Funds from Operations” below for a discussion of FFO.

Debt Financings

During the three months ended March 31, 2011, we entered into a £57.0 million mortgage loan (\$92.0 million at a rate of \$1.61 per GBP based on the transaction date) related to our acquisition of Stonecutter Court. This loan requires quarterly interest payments and quarterly installments for the repayment of principal of £313,500 (\$506,055 assuming a rate of \$1.61 per GBP based on the transaction date). In addition, during the three months ended March 31, 2011, we made payments of approximately \$871,000 for financing costs related to this mortgage loan.

Results of Operations

Our results of operations for the three months ended March 31, 2011 and 2010 are not comparable as we did not make our first real estate investment until June 2010. Further, our results of operations for the three months ended March 31, 2011 are not indicative of those expected in future periods as we are currently in the acquisition stage of our life cycle. Amounts recorded in our condensed consolidated statements of operations for the three months ended March 31, 2011 and March 31, 2010 are due to the following:

- Total revenues, property operating expenses, real property taxes, property management fees, depreciation and amortization, interest expense and income taxes relate to the operation of our acquired properties.
- Acquisition-related expenses represent costs incurred on properties we have acquired and those which we may acquire in future periods.

- We pay monthly asset management fees to the Advisor based on the amount of net equity capital invested in real estate investments, and pay acquisition fees to the Advisor based on the purchase prices of our real estate investments. Acquisition fees incurred for the three months ended March 31, 2011 were \$2.9 million, related to the acquisition of Stonecutter Court. Asset management fees incurred for three months ended March 31, 2011 were approximately \$931,000. No acquisitions were completed until June 2010, therefore we had no acquisition fees or asset management fees during the three months ended March 31, 2010.
- General and administrative expenses include legal and accounting fees, printing and mailing costs, insurance costs, costs and expenses associated with our board of directors and other administrative expenses. Certain of these costs are variable and may increase in the future as we continue to raise capital and make additional real estate investments.
- We have entered into several interest rate swap contracts, as economic hedges against the variability of future interest rates on our variable interest rate borrowings. We have not designated any of these contracts as cash flow hedges for accounting purposes. The interest rate swaps have been recorded at their estimated fair values in the accompanying condensed consolidated balance sheet as of March 31, 2011. The gain on interest rate swap contracts recorded during the three months ended March 31, 2011 is the result of changes in the fair values of interest rate swaps. See “Item 3. Quantitative and Qualitative Disclosures About Market Risk” included elsewhere in this Quarterly Report on Form 10-Q for additional information regarding certain risks related to our derivatives, such as the risk of counterparty non-performance.
- During the three months ended March 31, 2011, we allocated approximately \$343,000 of the net loss of the Brindleyplace JV to Moorfield, based on its ownership in the Brindleyplace JV. In addition, during the three months ended March 31, 2011, the Brindleyplace JV declared approximately \$980,000 of preferred dividends to Moorfield related to the Convertible Preferred Equity Certificates (“CPEC”). This amount was recorded in net loss attributable to noncontrolling interests in the accompanying condensed consolidated statement of operations and comprehensive loss and offsets the net loss that was attributable to Moorfield during the quarter related to the results of operations of the Brindleyplace JV. The remaining amount of loss attributable to noncontrolling interests relates to our allocation of the net loss of the Operating Partnership to HALP, based on its 0.04% ownership in the Operating Partnership.

Funds from Operations and Modified Funds from Operations

Funds from Operations (“FFO”) is a non-GAAP financial performance measure defined by the National Association of Real Estate Investment Trusts (“NAREIT”) widely recognized by investors and analysts as one measure of operating performance of a real estate company. FFO excludes items such as real estate depreciation and amortization and gains and losses on the sale of real estate assets. Depreciation and amortization, as applied in accordance with GAAP, implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, it is management’s view, and we believe the view of many industry investors and analysts, that the presentation of operating results for real estate companies by using the historical cost accounting alone is insufficient. In addition, FFO excludes gains and losses from the sale of real estate, which we believe provides management and investors with a helpful additional measure of the historical performance of our real estate portfolio, as it allows for comparisons, year to year, that reflect the impact on operations from trends in items such as occupancy rates, rental rates, operating costs, general and administrative expenses and interest costs.

In addition to FFO, management uses modified funds from operations (“MFFO”) as defined by the Investment Program Association (“IPA”) as a non-GAAP supplemental financial performance measure to evaluate our operating performance. MFFO includes funds generated by the operations of our real estate investments and funds used in our corporate-level operations. MFFO is based on FFO, but includes certain additional adjustments which we believe are necessary due to changes in the accounting and reporting rules under GAAP that have been put into effect since the establishment of NAREIT’s definition of FFO. These changes have prompted a significant increase in the magnitude of non-cash and non-operating items included in FFO, as defined. Such items include amortization of out-of-market lease intangible assets and liabilities and certain tenant incentives, the effects of straight-line rent revenue recognition, fair value adjustments to derivative instruments that do not qualify for hedge accounting treatment, non-cash impairment charges and certain other items as described in the footnotes below. Management uses MFFO to evaluate the financial performance of our investment portfolio, including the impact of potential future investments. In addition, management uses MFFO to evaluate and establish our distribution policy and the sustainability thereof. Further, we believe MFFO is one of several measures that may be useful to investors in evaluating the potential performance of our portfolio following the conclusion of the acquisition phase, as it excludes acquisition fees and expenses, as described below.

FFO and MFFO should not be considered as alternatives to net income (loss) or to cash flows from operating activities, but rather should be reviewed in connection with these and other GAAP measurements. In addition, FFO and MFFO are not intended to be used as liquidity measures indicative of cash flow available to fund our cash needs. Please see the limitations listed below associated with the use of MFFO:

- As we are currently in the acquisition phase of our life cycle, acquisition costs and other adjustments that are increases to MFFO are, and may continue to be, a significant use of cash and dilutive to the value of an investment in our shares.
- MFFO excludes acquisition expenses and acquisition fees payable to our Advisor. Although these amounts reduce net income, we fund such costs with proceeds from our offering and acquisition-related indebtedness and do not consider these fees in the evaluation of our operating performance and determining MFFO.
- MFFO excludes gains (losses) related to changes in estimated values of derivative instruments related to our interest rate swaps. Although we expect to hold these instruments to maturity, if we were to settle these instruments currently, it would have an impact on our operations.
- Our FFO and MFFO as presented may not be comparable to amounts calculated by other REITs.
- Our business is subject to volatility in the real estate markets and general economic conditions, and adverse changes in those conditions could have a material adverse impact on our business, results of operations and MFFO. Accordingly, the predictive nature of MFFO is uncertain and past performance may not be indicative of future results.

The following section presents our calculation of FFO and MFFO and provides additional information related to our operations (in thousands, except per share amounts) for the quarters ended March 31, 2011 and 2010. As we are in the capital raising and acquisition phase of our operations, FFO and MFFO are not useful in comparing operations for the two periods presented below. We expect revenues and expenses to increase in future periods as we raise additional offering proceeds and use them to acquire additional investments.

	Three Months Ended	
	March 31, 2011	March 31, 2010
Net loss	\$ (6,844)	\$ (394)
Depreciation and amortization (1)	10,563	-
Adjustments for noncontrolling interests (2)	(1,886)	-
Funds from operations	1,833	(394)
Gain on derivative instruments (3)	(1,933)	-
Other components of revenues and expenses (4)	(396)	-
Acquisition fees and expenses (5)	3,969	89
Adjustments for noncontrolling interests (2)	838	2
Modified Funds From Operations	\$ 4,311	\$ (303)
Basic and Diluted Loss Per Common Share	\$ (0.16)	\$ (0.07)
Funds From Operations Per Common Share	\$ 0.04	\$ (0.07)
Modified Funds From Operations Per Common Share	\$ 0.09	\$ (0.05)
Weighted Average Shares Outstanding	47,601	5,884

Notes to the table:

(1) Represents the depreciation and amortization of various real estate assets. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, we believe that such depreciation and amortization may be of limited relevance in evaluating current operating performance and, as such, these items are excluded from our determination of FFO.

(2) Includes income attributable to noncontrolling interests and all adjustments to eliminate the noncontrolling interests' share of the adjustments to convert our net loss to FFO and MFFO.

(3) Represents components of net loss related to the estimated changes in the values of our interest rate swap derivatives. We have excluded these changes in value from our evaluation of our operating performance and MFFO because we expect to hold the underlying instruments to their maturity and accordingly the interim gains or losses will remain unrealized.

(4) Includes the following components of revenues and expenses that we do not consider in evaluating our operating performance and determining MFFO for the three months ended March 31, 2011 and 2010 (in thousands) :

	Three Months Ended	
	March 31, 2011	March 31, 2010
Straight-line rent adjustment (a)	\$ (1,136)	\$ -
Amortization of lease incentives (b)	65	-
Amortization of out-of-market leases (b)	579	-
Other	96	-
	<u>\$ (396)</u>	<u>\$ -</u>

(a) Represents the adjustments to rental revenue as required by GAAP to recognize minimum lease payments on a straight-line basis over the respective lease terms. We have excluded these adjustments from our evaluation of our operating performance and in determining MFFO because we believe that the rent that is billable during the current period is a more relevant measure of our operating performance for such period.

(b) Represents the amortization of lease incentives and out-of-market leases.

(5) Represents acquisition expenses and acquisition fees paid to our Advisor that are expensed in our condensed consolidated statements of operations. We fund such costs with proceeds from our offering and acquisition-related indebtedness, and therefore do not consider these expenses in evaluating our operating performance and determining MFFO.

Set forth below is additional information relating to certain items excluded from the analysis above which may be helpful in assessing our operating results.

- Amortization of deferred financing costs was approximately \$366,000 for the three months ended March 31, 2011.

Related-Party Transactions and Agreements

We have entered into agreements with the Advisor, Dealer Manager and Hines or its affiliates, whereby we pay certain fees and reimbursements to these entities during the various phases of our organization and operation. During the organization and offering stage, these include payments to our Dealer Manager for selling commissions and the dealer manager fee and payments to our Advisor for reimbursement of issuer costs. During the acquisition and operational stages, these include payments for certain services related to acquisitions, financing and management of our investments and operations provided to us by our Advisor and Hines and its affiliates pursuant to various agreements we have entered into or anticipate entering into with these entities. See Note 7 to the condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2010 for additional information concerning our related-party transactions.

Off-Balance Sheet Arrangements

As of March 31, 2011 and December 31, 2010, we had no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Recent Developments and Subsequent Events

FM Logistics

On April 27, 2011, a subsidiary of Hines Global acquired all of the share capital of Dolorous Limited and Ifmall Finance Ltd., for the sole purpose of acquiring FM Logistic Industrial Park, a nine building industrial complex of 748,578 square feet located in Moscow, Russia. The project is 100% leased to FM Logistic, a global third-party logistics provider, through March 2016. The seller, AIG European Real Estate Partners, L.P., is not affiliated with Hines Global or its affiliates. Hines Global purchased the project for \$74.9 million, which included the acquisition of the entities' cash and other assets, net of liabilities, totaling \$2.2 million.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market-sensitive instruments. In pursuing our business plan, we believe that interest rate risk, currency risk and real estate valuation risk are the primary market risks to which we are exposed.

We are exposed to the effects of interest rate changes primarily as a result of debt used to maintain liquidity and fund expansion of our real estate investment portfolio and operations. Our interest rate risk management objectives are to limit the impact of interest rate changes on cash flows and to lower overall borrowing costs. To achieve our objectives, we may borrow at fixed rates or variable rates and, in some cases, with the ability to convert variable rates to fixed rates. We have and may continue to enter into derivative financial instruments such as interest rate swaps and caps in order to mitigate our interest rate risk on a related financial instrument. We will not enter into derivative or interest rate transactions for speculative purposes. We are exposed to credit risk of the counterparty to these interest rate swap agreements in the event of non-performance under the terms of the derivative contracts. In the event of non-performance by the counterparty, if we were not able to replace these swaps, we would be subject to the variability of interest rates on the total amount of debt outstanding under the mortgage.

On July 1, 2010, the Brindleyplace JV entered into a secured mortgage facility agreement in the aggregate amount of £121.1 million (\$183.7 million assuming a rate of \$1.52 per GBP as of the date of acquisition) with Eurohypo AG. The mortgage matures on July 7, 2015 and has a floating interest rate of LIBOR plus 1.60%. Interest on approximately £90.8 million (\$137.7 million assuming a rate of \$1.52 per GBP as of the date of acquisition) of the loan balance was fixed at closing at 3.89% through multiple 5-year swaps with Eurohypo. If interest rates increased by 1%, we would incur approximately \$485,000 in additional annual interest expense related to the unhedged portion of the mortgage.

We currently have two investments in England, and as a result are subject to risk from the effects of exchange rate movements of the British pound and U.S. dollar, which may affect future costs and cash flows. However, as described above, we entered into a British pound denominated mortgage loan on these investments, which provides a natural hedge with regard to changes in exchange rates between the British pound and U.S. dollar. We are currently a net receiver of British pounds (we receive more cash than we pay out), and therefore our foreign operations benefit from a weaker U.S. dollar and are adversely affected by a stronger U.S. dollar relative to British pounds. During the three months ended March 31, 2011, we had no currency transactions which resulted in significant gains or losses being recorded in our condensed consolidated statements of operations. Based upon our equity ownership in the Brindleyplace JV and our ownership of Stonecutter Court as of March 31, 2011, holding everything else constant, a 10% immediate, unfavorable change in the exchange rate between the British pound and U.S. dollar would have decreased the net book value of our investments in England by an aggregate of \$14.6 million and would have increased the aggregate net loss of the England properties for the three months ended March 31, 2011, by approximately \$211,000.

We have recently made real estate investments and expect to make additional real estate investments in the future. Investment transaction volume increased in the year ended 2010 and in the first quarter of 2011 and the estimated going-in capitalization rates or cap rates (ratio of the net operating income of a property in its initial fiscal year divided by the net purchase price) have fallen relative to their peaks in late 2009. Recent demand has been greatest for high quality, well-located assets that generate stable cash flows. This demand is creating more competition for real estate investments and may continue to drive prices higher, resulting in lower cap rates and returns. One of our objectives is to monitor the returns being achieved from our real estate investments in relation to our current distribution rate, and if pricing for real estate investments continues to increase and returns continue to decrease we may not be able to maintain our current rate of distributions.

We invest proceeds we receive from the Offering in short-term, highly-liquid investments until we use such funds to make real estate investments. Although we do not expect that income we earn on these temporary investments will be substantial, our earnings will be subject to the fluctuations of interest rates and their effect on these investments.

Item 4. *Controls and Procedures*

Disclosure Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2011, to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Change in Internal Controls

No change occurred in our internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the quarter ended March 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II- OTHER INFORMATION

Item 1. *Legal Proceedings*

From time to time in the ordinary course of business, the Company or its subsidiaries may become subject to legal proceedings, claims or disputes. As of May 16, 2011, neither the Company nor any of its subsidiaries was a party to any material pending legal proceedings.

Item 1A. *Risk Factors*

Not applicable.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

During the three months ended March 31, 2011, we did not sell or issue any equity securities that were not registered under the Securities Act.

The following table lists shares we redeemed under our share redemption program during the period covered by this report. We did not redeem any shares under our share redemption program prior to the period covered by this report.

Period	Total Number of Shares Redeemed	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs (1)
January 1, 2011 to January 31, 2011	61,754	\$ 9.61	61,754	71,737
February 1, 2011 to February 28, 2011	21,312	\$ 9.91	21,312	124,728
March 1, 2011 to March 31, 2011	13,500	\$ 9.92	13,500	131,889
Total	96,566		96,566	

(1) Our share redemption program was first announced at the commencement of our initial public offering in August 2009. Our share redemption program does not have a fixed expiration date, but it is subject to significant restrictions and limitations and our board of directors may terminate, suspend or amend the program without stockholder approval. We may redeem shares on a monthly basis if the shares were held for at least one year and meet certain other conditions. Any such redemptions will be limited to the lesser of the amount required to redeem 5% of the shares outstanding as of the same date in the prior calendar year or the amount of proceeds received from our distribution reinvestment plan in the month prior to the month in which the redemption request was received. This amount represents the number of shares available for redemption on March 31, 2011, other than with respect to requests made in connection with the death or disability of a stockholder. Per the terms of our share redemption program, we may waive the one-year holding requirement and limitations described above for share redemption requests made in connection with the death or disability of a stockholder, as was the case with all of the shares listed in the table.

Use of Proceeds from Registered Securities

On August 5, 2009, the Registration Statement on Form S-11 (File No. 333-156742) for the Offering, was declared effective under the Securities Act of 1933. The Offering commenced on August 5, 2009 and is currently expected to terminate on or before August 5, 2011, unless extended by our board of directors.

From August 5, 2009 through the three months ended March 31, 2011, we raised gross proceeds of \$534.9 million through the sale of 53.6 million shares to the public in connection with the Offering, excluding \$10.6 million through the issuance of 1.1 million shares sold through our distribution reinvestment plan. During that time, we paid \$51.9 million of selling commissions and dealer manager fees and \$7.4 million of issuer costs related to the Offering. The selling commissions and dealer manager fees were not paid with respect to the shares sold through our distribution reinvestment plan. The selling commissions and dealer manager fees were paid to our dealer manager, which is an affiliate of Hines and is wholly-owned, indirectly, by our Chairman, Jeffrey C. Hines and his father, Gerald D. Hines. Net proceeds, from August 5, 2009 through March 31, 2011, available for investment after the payment of the costs described above were \$484.4 million. We used \$271.2 million to make investments in real estate, including acquisition fees and expenses and financing fees and expenses. The remaining portion of our proceeds was used for general and administrative expenses and to provide working capital for our real estate investments. Additionally, in our initial quarters of operations, and from time to time thereafter, we did not generate sufficient cash flow from operations to fully fund distributions paid. From inception through March 31, 2011, as discussed in "Item 2. *Management's Discussion and Analysis- Financial Condition, Liquidity and Capital Resources- Distributions*" a portion of our distributions have been funded with proceeds from the Offering.

See Financial Condition, Liquidity and Capital Resources elsewhere in this Quarterly Report on Form 10-Q for additional information regarding our cash flows.

Item 3. *Defaults Upon Senior Securities*

Not applicable.

Item 4. *Removed and Reserved*

Item 5. *Other Information*

Not applicable.

Item 6. *Exhibits*

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

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 thereunto duly authorized.

HINES GLOBAL REIT, INC.

May 16, 2011

/s/ CHARLES N. HAZEN

Charles N. Hazen
President and Chief Executive Officer

May 16, 2011

/s/ SHERRI W. SCHUGART

Sherri W. Schugart
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Articles of Amendment and Restatement of Hines Global REIT, Inc. (filed as Exhibit 3.1 to Pre-Effective Amendment No. 3 to the Registration Statement on August 3, 2009 and incorporated by reference herein)
3.2	Bylaws of Hines Global REIT, Inc. (filed as Exhibit 3.2 to Pre-Effective Amendment No. 1 to the Registration Statement on March 18, 2009 and incorporated by reference herein)
4.1	Hines Global REIT, Inc. Distribution Reinvestment Plan (included in the Prospectus as Appendix C)
10.1	Agreement for the Sale and Purchase of the Entire Issued Share Capital of Sofina Properties Limited, dated as of March 3, 2011, by and between Shalati Investments Limited and Hines Global REIT Holdco Sarl (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K on March 17, 2011 and is incorporated by reference herein)
10.2	Facility Agreement, dated as of March 11, 2011, by and among Sofina Properties Limited, as borrower, and Landesbank Baden-Wurttemberg, as lender and agent (filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K on March 17, 2011 and is incorporated by reference herein)
10.3	Deed of Debenture, dated as of March 11, 2011, by and between Sofina Properties Limited, as chargor, and Landesbank Baden-Wurttemberg, as security agent (filed as Exhibit 10.3 to the Registrant’s Current Report on Form 8-K on March 17, 2011 and is incorporated by reference herein)
31.1*	Certification
31.2*	Certification
32.1*	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C., Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Pursuant to SEC Release 34-47551 this Exhibit is furnished to the SEC and shall not be deemed to be “filed.”
*	Filed herewith

**CERTIFICATION
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Charles N. Hazen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hines Global REIT, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 16, 2011

By: /s/ CHARLES N. HAZEN
Charles N. Hazen
President and Chief Executive Officer

**CERTIFICATION
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Sherri W. Schugart, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hines Global REIT, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
4. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 16, 2011

By: /s/ SHERRI W. SCHUGART
Sherri W. Schugart
Chief Financial Officer

**WRITTEN STATEMENT OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE
SARBANES — OXLEY ACT OF 2002**

The undersigned, the Chief Executive Officer and the Chief Financial Officer of Hines Global REIT, Inc. (“the Company”), each hereby certifies that to his/her knowledge, on the date hereof:

(a) the Form 10-Q of the Company for the quarterly period ended March 31, 2011 filed on the date hereof with the Securities and Exchange Commission (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 16, 2011

/s/ Charles N. Hazen

Charles N. Hazen

President and Chief Executive Officer

Date: May 16, 2011

/s/ Sherri W. Schugart

Sherri W. Schugart

Chief Financial Officer