

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

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

Date of Report (Date of Earliest Event Reported):

September 23, 2015

**Hines Global REIT II, Inc.**

(Exact name of registrant as specified in its charter)

Commission file number: 333-191106

Maryland

(State or other jurisdiction of incorporation  
or organization)

80-0947092

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

2800 Post Oak Boulevard

Suite 5000

Houston, Texas

(Address of principal executive offices)

77056-6118

(Zip code)

(888) 220-6121

(Registrant's telephone number, including area code)

Not Applicable

Former name or former address, if changed since last report

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

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

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

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

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

### Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 23, 2015, Hines Global REIT II, Inc. (referred to herein as the “Company”) held its annual meeting of stockholders. At the annual meeting, the Company’s stockholders (1) elected each of the five nominees listed below to serve as directors for a term ending at the 2016 annual meeting of stockholders, provided that each director will continue in office until his successor has been duly elected and qualifies, or until his earlier death, removal, resignation or retirement, and (2) ratified the selection of Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu Limited, and their respective affiliates (collectively “Deloitte & Touche”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

The voting results for each of the five persons nominated to serve as directors are as follows:

	<b>For</b>	<b>Against</b>	<b>Authority Withheld or Abstained from Voting</b>
Jeffrey C. Hines	2,079,314	—	33,351
Charles M. Baughn	2,079,314	—	33,351
Humberto “Burt” Cabañas	2,079,314	—	33,351
Dougal A. Cameron	2,078,314	—	34,351
John O. Niemann, Jr.	2,079,314	—	33,351

There were 1,961,661 broker non-votes with respect to the election of the five persons nominated to serve as directors. Broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a broker holding shares of the Company’s common stock for a beneficial owner is present at the meeting, in person or by proxy, and entitled to vote, but does not vote on a particular proposal because the broker does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner. A broker non-vote is not an indication of how the beneficial owner would have voted; it simply means that the beneficial owner did not instruct the broker as to how to vote his or her shares.

With respect to the proposal to ratify the selection of Deloitte & Touche as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015, stockholders holding 3,993,827 shares voted in favor of the proposal, stockholders holding 23,599 shares voted against the proposal and stockholders holding 56,900 shares abstained from voting on the proposal. There were no broker non-votes with respect to this proposal because the brokers had discretionary voting power with respect to this proposal.

### Item 7.01 Regulation FD Disclosure.

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

## **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits-

### 99.1 2015 Shareholder Meeting Presentation

Statements in this Current Report on Form 8-K, and the exhibit furnished herewith, including intentions, beliefs, expectations or projections relating to items such as the timing of payment of distributions and the Company's strategic priorities are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such statements are based on current expectations and assumptions with respect to, among other things, future economic, competitive and market conditions and future business decisions that may prove incorrect or inaccurate. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the risks described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2014 and its other filings with the Securities and Exchange Commission.

## 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 II, INC.

September 23, 2015

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

## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	2015 Shareholder Meeting Presentation

2015 Shareholder Meeting  
Hines Global REIT II, Inc.

Sherri Schugart  
President and CEO





# Hines Global REIT II 2015 Shareholder Meeting

## Company Overview

- Declared effective on August 20, 2014
  - Hines contributed \$2 million on September 26, 2014 to break escrow
  
- Investment Strategy & Objectives
  - Invest in diversified portfolio of high-quality commercial real estate
    - U.S. & international for geographic diversification
    - Multiple asset classes for sector diversification
    - Currencies provide an additional level of diversification
  - Moderate leverage
  - Provide regular cash distributions
  - Achieve attractive total returns upon the ultimate sale of our investments or another ultimate liquidity event



# Hines Global REIT II 2015 Shareholder Meeting

## Company Overview<sup>1</sup>

- \$72.4 million of gross offering proceeds raised
- Two acquisitions for aggregate net purchase price of \$128.6 million
- 314,839 square feet; 99% leased
- Leverage of 57% loan-to-value with weighted average interest rate of 1.48%





# Hines Global REIT II 2015 Shareholder Meeting

## Distribution Rate

- Current distribution rate maintained through September 2015<sup>1</sup>
  - 5.75% annualized rate on \$10.00 Class A share price
  - 5.08% annualized rate on \$9.45 Class T share price
  - Advisor has agreed to waive asset management fees to the extent distributions exceed MFFO in a particular quarter through the quarter ended September 30, 2015
  - Hines line of credit for \$75 million has allowed for early acquisitions

<sup>1</sup>Assumes the daily distribution rate declared through September 30, 2015 is maintained for one year. The availability and timing of distributions Hines Global REIT II may pay is uncertain and cannot be assured. The actual distribution rate for Class T shares will vary based on the total amount of distribution and stockholder servicing fees payable. We have not generated sufficient cash flow from operations to fully fund distributions paid. For the six months ended June 30, 2015, 79% of our distributions were funded from cash flows from operating activities and 21% were funded from cash flows from financing activities, which includes offering proceeds. For the year ended December 31, 2014, 100% of our distributions were funded with cash flows from financing activities. The Advisor has agreed to waive asset management fees in order to more closely align the amount of distributions paid with our operations. During the three months ended June 30, 2015, no asset management fees were waived by our Advisor; however, our Advisor waived \$129,524 and \$16,250, respectively, of asset management fees otherwise payable to it for the three months ended March 31, 2015 and the year ended December 31, 2014 in order to more closely align the amount of distributions paid with our operations. These fee waivers are not deferrals and accordingly, these fees will not be paid to the Advisor in cash at any time in the future. We have not placed a cap on the amount of our distributions that may be paid from any of these sources. The use of sources other than our cash flow from operations to fund distributions could lower returns and the payment of distributions from offering proceeds constitutes a return of principal.



# Hines Global REIT II 2015 Shareholder Meeting

## Acquisition Overview – Carlsbad, CA

### 2819 Loker Avenue East

- 161,310 sq. ft. Class A industrial
- 100% leased to Acushnet
  - \$1.6 billion U.S. company
  - Parent company of golf brands including Titleist and Footjoy
- \$25.4 million purchase
- Acquisition date: Dec. 23, 2014
- Cap rate at acquisition date: 6.4%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenant will perform under its lease agreement during the next 12 months.

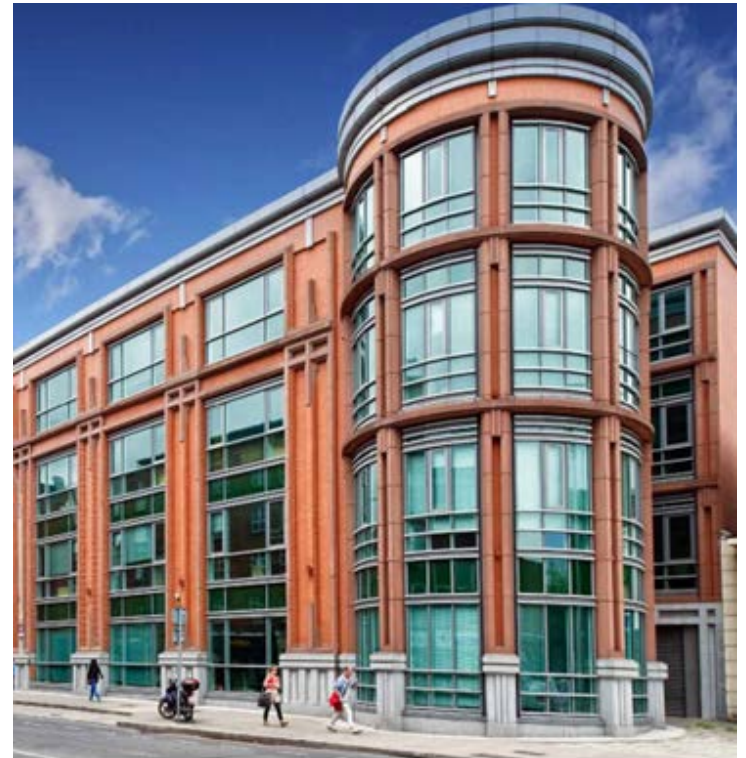


# Hines Global REIT II 2015 Shareholder Meeting

## Acquisition Overview – Dublin, Ireland

### Bishop's Square

- 153,529 sq. ft. Class A office building
- 99% leased
  - 60% leased to Irish Government
- €92.0/\$103.2 million purchase
- €55.2 /\$62.1 million loan with DekaBank Deutsche Girozentrale; floating interest rate of EURIBOR +1.3%.
- Acquisition date: March 3, 2015
- Cap rate at acquisition date: 6.1%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenant will perform under its lease agreement during the next 12 months.



# Hines Global REIT II 2015 Shareholder Meeting

## Looking Forward

- Continue to raise capital and invest in the U.S. and internationally in attractive real estate opportunities
- Proactively manage assets to maintain occupancy and maximize value



Bishop's Square  
Dublin, Ireland



# Hines Global REIT II 2015 Shareholder Meeting

Statements in this presentation, including but not limited to intentions, beliefs, expectations or projections relating to distributions, occupancy levels at Hines Global REIT II's properties, a liquidity event, and Hines Global REIT II's investment strategies and objectives, are 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 are based on current expectations and assumptions with respect to, among other things, future economic, competitive and market conditions and future business decisions that may prove incorrect or inaccurate. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the risk that Hines Global REIT II is unable to maintain the current level of distributions, the risk that Hines Global REIT II is unable to attract new tenants or existing tenants vacate or fail to renew their leases, the risk that Hines Global REIT II is unable to identify an exit strategy and other risks described in the "Risk Factors" section of Hines Global REIT II's Annual Report on Form 10-K for the year ended December 31, 2014, as amended and supplemented by Hines Global REIT II's other filings with the Securities and Exchange Commission.