

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 13, 2017

Hines Global REIT II, Inc.

(Exact name of registrant as specified in its charter)

Commission file number: 000-55599

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))

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

Emerging Growth Company ☒

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

Item 5.03 Amendment to Articles of Incorporation or Bylaws.

Effective September 13, 2017, with the approval of its board of directors (the “Board”), Hines Global REIT II, Inc. (the “Company”) amended its bylaws in order to amend Section 5.9. Section 5.9 of the Company’s bylaws describes the duties and powers of the Company’s Secretary, and as amended, provides that in the absence or disability of the Secretary, the Assistant Secretary, if any, or if there is more than one, the Assistant Secretaries, will perform the duties and exercise the powers of the Secretary and will perform such other duties and have such other powers as the Board may from time to time prescribe.

No other provisions of the bylaws were revised. The amendment to the bylaws is attached to this Current Report on Form 8-K as Exhibit 3.1.

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

On September 13, 2017, 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 one year term ending on the date of the 2018 annual meeting of stockholders, provided that each director will continue in office until his successor has been duly elected and qualifies, or until the earlier of his 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, 2017.

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

	For	Against	Authority Withheld or Abstained from Voting
Jeffrey C. Hines	12,484,251	—	388,805
Charles M. Baughn	12,508,803	—	364,253
Humberto “Burt” Cabañas	12,478,906	—	394,150
Dougal A. Cameron	12,496,967	—	376,089
John O. Niemann, Jr.	12,514,237	—	358,819

There were 11,700,624 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, 2017, stockholders holding 24,191,179 shares voted in favor of the proposal, stockholders holding 127,608 shares voted against the proposal and stockholders holding 254,892 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.

After the Company’s stockholders had elected each of the five nominees to serve as directors and ratified the selection of Deloitte & Touche at the annual meeting, the Company determined to adjourn the meeting in order to continue to solicit proxies with respect to the proposal to approve an amendment to the charter (the “Charter”) to comply with a request from a state securities administrator. The annual meeting will resume in order to hold a vote with respect to the proposal to approve an amendment to the Charter on October 4, 2017 on the 49th floor of Williams Tower, 2800 Post Oak Boulevard, Houston, Texas 77056 at 12:30 p.m., local time.

Item 7.01 Regulation FD Disclosure.

Sherri W. Schugart, the President and Chief Executive Officer of the Company, made a presentation at the company’s annual meeting of stockholders. The Company is making such 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-

3.1 Amendment No. 2 to Bylaws of Hines Global REIT II, Inc.

99.1 2017 Shareholder Meeting Presentation

Statements in this Current Report on Form 8-K, and the exhibit furnished herewith, including but not limited to 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, 2016, as updated by the Company’s other filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on any forward-looking statements.

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 14, 2017

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

Exhibit Index

Exhibit No.	Description
3.1	Amendment No. 2 to Bylaws of Hines Global REIT II, Inc.
99.1	2017 Shareholder Meeting Presentation

Hines Global REIT II, Inc.**AMENDMENT NO. 2 TO AMENDED AND RESTATED BYLAWS**

Section 5.9 of the Amended and Restated Bylaws is hereby deleted in its entirety and replaced with the following:

Section 5.9. Secretary; Assistant Secretary.

The Secretary shall (a) keep the minutes of the proceedings of the stockholders, the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; (e) have general charge of the share transfer books of the Corporation; and (f) in general perform such other duties as from time to time may be assigned to him or her by the Chief Executive Officer, the President or the Board of Directors.

The Assistant Secretary, if any, or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

2017 Shareholder Meeting

Hines Global REIT II, Inc.

Sherri Schugart
President and CEO



Rookwood Commons/Rookwood Pavilion, Cincinnati, OH



Hines Global REIT II 2017 Shareholder Meeting

Company Overview as of June 30, 2017

Capital Raise	\$393.7 million raised ¹
Acquisitions	<ul style="list-style-type: none"> ▪ 7 acquisitions ▪ Estimated aggregate value of \$644.0 million²
Area/Leased	<ul style="list-style-type: none"> ▪ 2,634,257 leasable square feet ▪ 97% leased
Leverage of 40%-60%²	<ul style="list-style-type: none"> ▪ 48% loan-to-value ▪ Weighted average interest rate of 2.57%

¹As of September 11, 2017.

²The estimated aggregate value of the properties was determined using the appraised values as of December 31, 2016 for properties acquired prior to December 31, 2016 and the net purchase price for properties acquired subsequent to December 31, 2016.



Hines Global REIT II 2017 Shareholder Meeting

2017 Acquisitions



Rookwood Pavilion & Rookwood Commons
Cincinnati, Ohio

- 590,501 sq. ft. two contiguous shopping centers
- 96% leased as of June 30, 2017
- Acquisition date: January 6, 2017
- \$193.7 million net purchase price
- Cap rate at acquisition date: 6.0%*



Montrose Student Residences
Dublin, Ireland

- 205 units; 87,607 sq. ft. class A student housing asset
- 93% leased as of June 30, 2017
- Acquisition date: March 24, 2017
- \$40.6 million net purchase price
- Cap rate at acquisition date: 5.5%*

*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



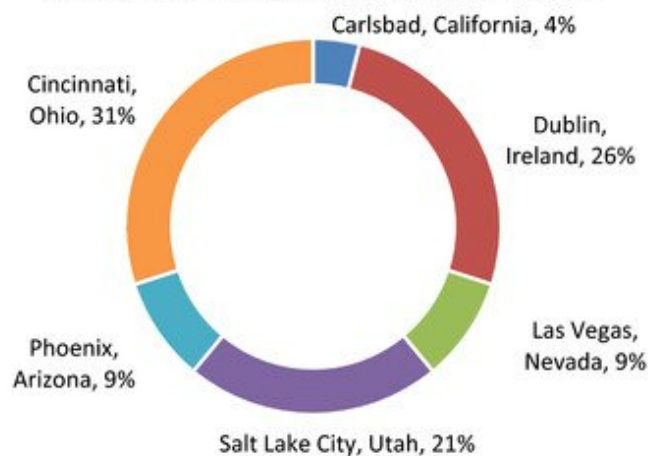
Hines Global REIT II 2017 Shareholder Meeting

Portfolio Overview¹

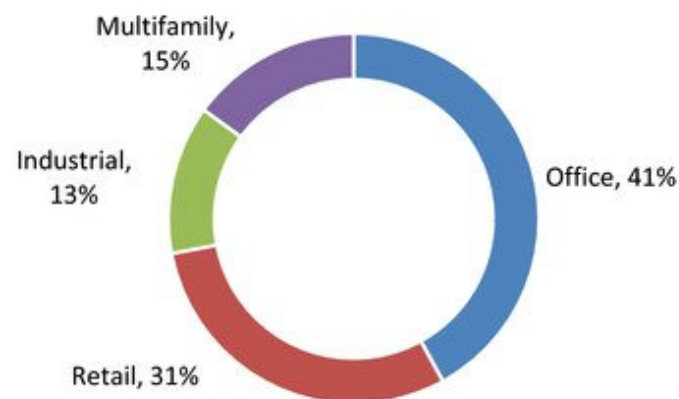
74% Domestic / 26% International



Investment Location Concentration



Investment Type



¹As of June 30, 2017. Based on our pro-rata share of the estimated value of each of our investments. The estimated values of our real estate property investments were determined using the appraised values as of December 31, 2016 for properties acquired prior to December 31, 2016 and the net purchase price for properties acquired subsequent to December 31, 2016.



Hines Global REIT II 2017 Shareholder Meeting

Historical Distribution Rates¹

Period Declared	Distribution Rate Per Share, Per Day	Annualized Distribution Rate Per Share ¹
Class A Shares		
4/1/2017 – 9/30/2017	\$0.001653699	\$0.60
5/1/2016 – 3/31/2017	\$0.001594766	\$0.58
10/1/2014 – 4/30/2016	\$0.001575342	\$0.57
Class T Shares		
4/1/2017 – 9/30/2017	\$0.001653699	\$0.50
5/1/2016 – 3/31/2017	\$0.001594766	\$0.48
8/24/2015 – 4/30/2016	\$0.001575342	\$0.47
Class I Shares		
5/1/2017 – 9/30/2017	\$0.001653699	\$0.58

¹Please refer to footnotes 1 and 2 on next slide.



Hines Global REIT II 2017 Shareholder Meeting

Current Distribution Yields¹

Current Distribution Rates		
Class of Shares	Annualized Distribution Rate ²	Current Per Share Offering Price
Class A Shares	5.67%	\$10.64
Class T Shares	5.00%	\$10.06
Class I Shares	5.95%	\$9.73

¹Hines Global REIT II has not generated sufficient cash flows from operations to fully fund distributions paid and distributions have exceeded earnings. Therefore, some or all of Hines Global REIT II's distributions have been and may continue to be paid from other sources, such as proceeds from its debt financings, proceeds from this offering, cash advances by Hines Global REIT II Advisors LP (the "Advisor"), cash resulting from a waiver or deferral of fees and/or proceeds from the sale of assets. For the six months ended June 30, 2017 and the years ended December 31, 2016 and 2015, respectively, Hines Global REIT II funded 45%, 60% and 23% of total distributions with cash flows from financing activities, which includes offering proceeds. Commencing with the quarter ended December 31, 2014, our Advisor has agreed to waive the asset management fees for each quarter through December 31, 2017, in order to more closely align the amount of distributions paid with Hines Global REIT II's operations. Hines Global REIT II has not placed a cap on the amount of distributions that may be paid from any of these sources. The use of sources other than cash flow from operations to fund distributions could lower returns. The availability and timing of distributions Hines Global REIT II may pay is uncertain and cannot be assured. The Hines Global REIT II board of directors may also amend or terminate the distribution reinvestment plan for any reason upon 10 days' prior notice.

²For Class A Shares, the annualized distribution rate is based on the \$10.64 per share offering price and assumes the daily distribution rate (\$0.001653699 per share, per day) declared since April 2017. For Class T Shares, the annualized distribution rate is based on the \$10.06 per share offering price and assumes the daily distribution rate declared since April 2017. Distributions for Class T Shares will be calculated based on stockholders of record each day in an amount equal to \$0.001653699 per share, per day less the distribution and stockholder servicing fees of 1.0% per annum of the gross offering price per share that are payable with respect to such Class T Shares (as calculated on a daily basis). The actual distribution rate for Class T Shares will vary based on the total amount of distribution and stockholder servicing fees payable. For Class I Shares, the annualized distribution rate is based on the \$9.73 per share offering price and assumes the daily distribution rate declared since April 2017. Distributions for Class I Shares will be calculated based on stockholders of record each day in an amount equal to \$0.001653699 per share, per day less the distribution and stockholder servicing fees of 0.25% per annum of the gross offering price per share that are payable with respect to such Class I Shares (as calculated on a daily basis). The actual distribution rate for Class I Shares will vary based on the total amount of distribution and stockholder servicing fees payable.

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Hines Global REIT II 2017 Shareholder Meeting

NAV Per Share History¹

- Determined a new NAV per share of \$9.65 as of December 31, 2016
- New NAV per share expected to be announced on October 3, 2017



¹Please see Hines Global REIT II's Current Report on Form 8-K, filed with the Securities and Exchange Commission (the "SEC") on March 2, 2017 for additional information concerning the methodology used to determine and the limitations of the estimated NAV per share.

²This is not an NAV determined based on an independent appraisal of Hines Global REIT II's assets. Rather, it represents the "net investment value," which was equal to the \$10.00 per share offering price in effect at that time, as arbitrarily determined by Hines Global REIT II's board of directors, net of the applicable selling commissions, dealer manager fees and issuer costs.



Hines Global REIT II 2017 Shareholder Meeting

Follow-On Offering and Proposed Restructuring

Estimated Timing	Proposed Restructuring
August 18, 2017	<ul style="list-style-type: none"> Follow-On Offering Registration Statement filed with the SEC with a proposed restructuring of share classes and fee structure Suspended share redemption programs in connection with the announcement of intent to approve a tender offer for a portion of shares outstanding
September 30, 2017	<ul style="list-style-type: none"> Suspension of current offering except for shares sold under the distribution reinvestment plan
October 3, 2017	<ul style="list-style-type: none"> Announce new estimated NAV per share Approve and announce tender offer for a portion of shares outstanding

This is not an offer to sell any security. This is only a summary of the more detailed information available in the prospectus for Hines Global REIT II's current public offering, as supplemented to date. See the prospectus as supplemented for additional details. Although this material describes Hines Global REIT II's current expectations with respect to the proposed restructuring, its board of directors may change any aspects of it without stockholder approval. Such changes may be deemed appropriate for a variety of reasons, including but not limited to regulatory, capital-raising or business considerations, all of which can change over time. These changes could result in less favorable terms to stockholders than those described in this material.

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Hines Global REIT II 2017 Shareholder Meeting

Follow-On Offering and Proposed Restructuring

Key Terms of Proposed Restructuring

- Begin operating as a perpetual life, non-listed REIT;
- Eliminate acquisition fees and disposition fees to better align the Advisor's interest with Hines Global REIT II's overall financial performance;
- Reduce broker dealer fees and expenses in connection with our public offering;
- Change the frequency with which we calculate the NAV per share from quarterly to monthly; and
- Amend the share redemption program applicable to Class I and Class J shares to apply to all share classes, which will provide a greater opportunity for Class A and Class T shareholders to redeem their shares

This is not an offer to sell any security. This is only a summary of the more detailed information available in the prospectus for Hines Global REIT II's current public offering, as supplemented to date. See the prospectus as supplemented for additional details. Although this material describes Hines Global REIT II's current expectations with respect to the proposed restructuring, its board of directors may change any aspects of it without stockholder approval. Such changes may be deemed appropriate for a variety of reasons, including but not limited to regulatory, capital-raising or business considerations, all of which can change over time. These changes could result in less favorable terms to stockholders than those described in this material.

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Hines Global REIT II 2017 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 2017 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, Hines Global REIT II's investment strategies and objectives, the proposed restructuring, follow-on offering, and tender offer 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. Forward-looking statements are based on expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, without limitation:

- whether the changes contemplated by the proposed restructuring of Hines Global REIT II will be implemented as described;
- whether the regulatory review of the follow-on offering will result in changes to the proposed terms of the follow-on offering described herein;
- the ability of Hines Global REIT II's board of directors to decide not to pursue the proposed restructuring at all;
- The ability of Hines Global REIT II to maintain the current level of distributions; and
- the risk that Hines Global REIT II is unable to attract new tenants or existing tenants vacate or fail to renew their leases,

While forward-looking statements reflect Hines Global REIT II's good faith beliefs, they are not guarantees of future performance. Each forward-looking statement speaks only as of the date of the particular statement, and Hines Global REIT II undertakes no obligation to publicly update or revise any forward-looking statements. You are cautioned not to place undue reliance on any forward-looking statements included in this presentation.

IMPORTANT INFORMATION

The proposed tender offer described herein has not yet commenced. This communication is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell any Class A Shares, Class T Shares or Class I Shares of Hines Global REIT II's common stock, or any other securities. The proposed tender offer will be made only pursuant to an offer to purchase, letter of transmittal and related materials the Company intends to distribute to its stockholders and file with the SEC. The full details of the proposed tender offer, including complete instructions on how to tender shares, will be included in the offer to purchase, the letter of transmittal and related materials, which will become available to stockholders promptly following commencement of the tender offer. **STOCKHOLDERS ARE URGED TO CAREFULLY READ THE OFFER TO PURCHASE, THE LETTER OF TRANSMITTAL AND OTHER RELATED MATERIALS WHEN THEY ARE AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** If and when filed, the offer to purchase, the letter of transmittal and other related materials will be available free of charge at the website maintained by the SEC at www.sec.gov. Stockholders also may obtain a copy of these documents, free of charge, from Hines Global REIT II if and when the materials become available.

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