

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 18, 2013

Hines Real Estate Investment Trust, Inc.

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(Exact name of registrant as specified in its charter)

Maryland

000-50805

20-0138854

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(State or other jurisdiction  
of incorporation)

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(Commission  
File Number)

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

2800 Post Oak Blvd, Suite 5000, Houston, Texas

77056-6118

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code:

(888) 220-6121

Not Applicable

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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 18, 2013, Hines Real Estate Investment Trust, Inc. (referred to herein as “Hines REIT” or the “Company”) held its annual meeting of stockholders. At the annual meeting, the Company’s stockholders (1) elected each of the seven nominees listed below to serve as directors for a term ending at the 2014 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 Hines REIT's independent registered public accounting firm for the fiscal year ending December 31, 2013.

The voting results for each of the seven 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	82,648,329	—	3,250,078
C. Hastings Johnson	82,491,856	—	3,406,551
Charles M. Baughn	82,707,821	—	3,190,586
Thomas A. Hassard	82,550,924	—	3,347,483
Lee A. Lahourcade	82,697,442	—	3,200,965
Stanley D. Levy	82,545,315	—	3,353,092
Paul B. Murphy Jr.	82,763,712	—	3,134,695

There were 49,270,531 broker non-votes cast with respect to the election of the seven 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, stockholders holding 132,227,217 shares voted in favor of the proposal, stockholders holding 1,189,269 shares voted against the proposal and stockholders holding 1,752,452 shares abstained from voting on this proposal. There were no broker non-votes cast with respect to this proposal because the brokers had discretionary voting power with respect to this proposal.

## Item 7.01 Regulation FD Disclosure.

Sherri Schugart, the President and Chief Executive Officer of Hines REIT, 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 (the “Securities Act”), as amended, 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 2013 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, share redemptions and Hines REIT'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 Hines REIT's Annual Report on Form 10-K for the year ended December 31, 2012 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 REAL ESTATE INVESTMENT TRUST, INC.

September 19, 2013

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

## Exhibit Index

Exhibit No.	Description
99.1	2013 Shareholder Meeting Presentation

2013 Shareholder Meeting  
Hines Real Estate Investment Trust, Inc.

Sherri Schugart  
President and CEO





## Hines REIT 2013 Shareholder Meeting

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- Commenced capital raising in 2004 and raised \$2.5 billion of capital between then and the end of 2009
- Raised and invested significant capital in 2006 and 2007, a period which represented a peak in the last economic cycle and real estate cycle
- In 2008 and 2009, amidst the global financial crisis, we experienced significant declines in capital raising and significant increases in redemption requests
- At the end of 2009, capital raising ceased and we suspended our redemption plan to prudently preserve liquidity and protect the company's financial position

Hines

2



## Hines REIT 2013 Shareholder Meeting

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Since 2009, the Company has been focused on the following:

- Leasing: Keeping our tenants in occupancy to preserve and maintain operating income and values
- Strategic asset sales: Identifying opportunities to sell certain stabilized assets to harvest liquidity and attractive profits
  - One Wilshire, Raytheon/DIRECTV Buildings, Williams Tower, Distribution Park Rio, 499 Park Avenue, 425 Lexington Avenue, 1200 19<sup>th</sup> Street
- Liquidity: Ensuring we have sufficient funds to meet liquidity needs for operating expenses, leasing capital, and debt refinancings, while still maintaining reasonable levels of distributions to our shareholders

We continue to be patient and disciplined in managing our portfolio in order to benefit from the slow but steady economic U.S. office market recovery

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3





## Hines REIT 2013 Shareholder Meeting

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### Portfolio Summary

- Total real estate assets of approximately \$2.3B
- Interests in 43 properties totaling approximately 19.4 million square feet
- Weighted average occupancy of 84%
- Current leverage percentage of 50% with weighted average interest rate of 4.5%

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1. Data as of June 30, 2013 and based on Hines REIT's pro rata ownership.  
Excludes One Wilshire and Raytheon/DIRECTV Buildings which were sold in July 2013.

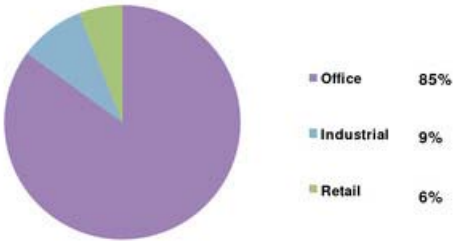
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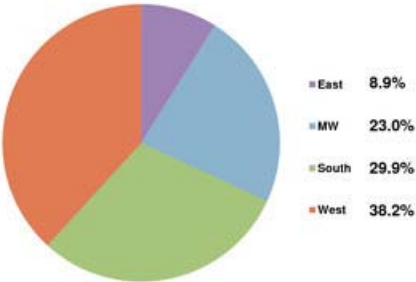
# Hines REIT 2013 Shareholder Meeting



ASSET CLASS MIX¹  
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED AGGREGATE VALUE



REGIONAL MIX¹  
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED AGGREGATE VALUE



CITY MIX¹  
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED AGGREGATE VALUE



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1. Data as of June 30, 2013 and based on Hines REIT's pro rata ownership.  
Excludes One Wilshire and Raytheon/DIRECTV Buildings which were sold in July 2013.

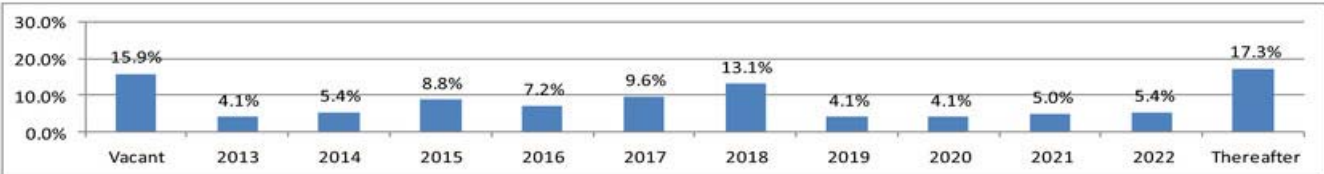


## Hines REIT 2013 Shareholder Meeting

### Lease Rollover and Tenant Diversification

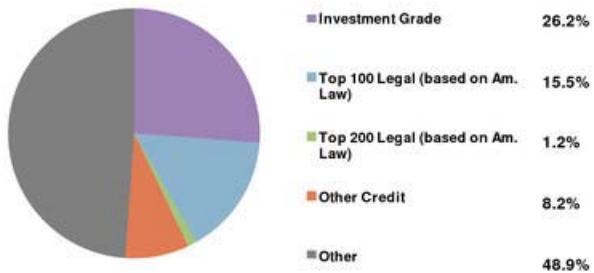
#### ROLLOVER<sup>1</sup>

% OF TOTAL LEASABLE SQUARE FEET IN PORTFOLIO



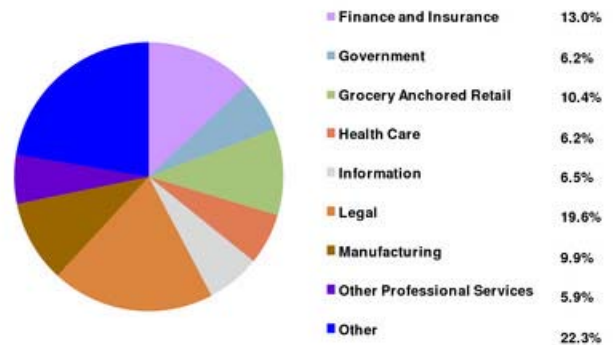
#### TENANT CREDIT QUALITY<sup>1</sup>

% OF TOTAL PORTFOLIO—BASED ON SQUARE FOOTAGE



#### TENANT INDUSTRY MIX<sup>1</sup>

% OF TOTAL PORTFOLIO—BASED ON SQUARE FOOTAGE



1. Data as of June 30, 2013 and based on Hines REIT's pro rata ownership.  
Excludes One Wilshire and El Segundo properties which were sold in July 2013.

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6



## Hines REIT 2013 Shareholder Meeting

### Strategic Dispositions



**One Wilshire**  
**Los Angeles, California**

Acquired: Aug. 2007  
for \$287.0 million

Sold: Jul. 2013 for \$550.0 million\*  
Effective ownership:100%



**Raytheon/DIRECTV Buildings**  
**El Segundo, California**

Acquired: Mar. 2008  
for \$120.0 million

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\*The aggregate contract sales price for both One Wilshire and Raytheon/DIRECTV Buildings.





## Hines REIT 2013 Shareholder Meeting

### Strategic Dispositions



#### **Williams Tower Houston, TX**

Acquired: May 2008 for \$271.5 million

Sold: Mar. 2013 for \$412.0 million

Effective ownership: 100%

#### **Distribution Park Rio Rio De Janeiro, Brazil**

Acquired: 50% JV interest in  
July 2007 for \$28.9 million

Sold: Jan. 2013 for \$43.3 million

Effective ownership: 50%



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## Hines REIT 2013 Shareholder Meeting

### Strategic Dispositions

425 Lexington,  
New York, NY

499 Park,  
New York, NY

1200 19th Street,  
Washington, DC



Acquired: Aug. 2003  
for \$358.6 million

Acquired: Aug. 2003  
for \$153.1 million

Acquired: Aug. 2003  
for \$69.4 million

Sold: Jun. 2013  
for \$1.3 billion <sup>1</sup>  
Effective ownership: 11% <sup>2</sup>

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<sup>1</sup> The aggregate contract sales price for 425 Lexington, 499 Park, and 1200 19<sup>th</sup> Street.

<sup>2</sup> This asset was owned indirectly through the Core Fund.



## Hines REIT 2013 Shareholder Meeting

### Special Distribution

- Hines REIT Board of Directors declared a special distribution of approximately \$198 million, or \$0.80 per share, representing a partial return of our stockholders' investment in our shares
  - Paid during the three months ended June 30, 2013 as a separate distribution payment
- Effective April 2, 2013, new estimated per share NAV and DRP price of \$6.75:

	Per Share
November 2012 Estimated Per Share Net Asset Value (NAV)	\$7.61
April 2013 Special Distribution	(\$0.80)
Q4 2012 and Q1 2013 Return of Capital Distributions	(\$0.06)
<b>April 2013 Estimated Per Share NAV</b>	<b>\$6.75</b>

Please note that the prior estimated per share NAV of \$7.61 was based on estimates of the value of our real estate investments, cash and other assets and debt and other liabilities as of September 30, 2012 and that no subsequent valuation has been undertaken. The new estimated per share NAV of \$6.75 has been calculated as of a moment in time, and has only been updated to reflect the reduction that results from the declaration of the \$0.86 per share of special distributions. Shareholders should not rely on the estimated per share NAV as an accurate measure of the then-current value of shares of our common stock in making a decision to buy or sell shares, including whether to reinvest distributions by participating in our dividend reinvestment plan and whether to request redemption pursuant to our share redemption program. Details concerning the methodology pursuant to which the prior estimated per share NAV was determined by our board of directors can be found in our 8-K filed with the SEC on November 30, 2012.





## Hines REIT 2013 Shareholder Meeting

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### Share Redemption Program Reopened and Distribution Declared

- Reopened the Hines REIT share redemption program
  - Option for near-term liquidity
  - Redeem at \$5.75 per share or 85% of new estimated per share NAV
- Distributions declared from April 2013 through September 2013 at an annualized rate of 4% on new estimated per share NAV of \$6.75

Funds available for redemption will generally be limited to dividend reinvestment plan proceeds from the prior quarter. Death and disability redemption requests will be redeemed at \$6.75 per share. Redemptions cannot exceed the amount required to redeem 10% of the Company's shares outstanding as of the same date in the prior calendar year and will be subject to the other limitations set forth in our amended and restated share redemption program, as described in our 8-K filed with the SEC on March 28, 2013. The Board waived the limitation on the share redemption plan and fully honored all redemption requests received for the quarter ended June 30, 2013, which was in excess of the \$11.2 million received from the dividend reinvestment plan in the prior quarter. The distribution rate from April 2013 through September 2013 was declared in the amount of \$0.00073973 per share, per day. This rate represents a 4.0% annualized yield based on our new estimated per share NAV of \$6.75, assuming the distribution rate is maintained for a twelve-month period.

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11





## Hines REIT 2013 Shareholder Meeting

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### Current & Long-term Priorities & Focus

- Alignment of interest
  - Hines has invested approximately \$133.8 million in Hines REIT
- Our near-term priorities consist of:
  - Leasing of existing assets in our portfolio
  - Strategic asset sales and evaluating optional uses of net sales proceeds
  - Managing liquidity & maximizing distributions to shareholders
- Our long-term priorities consist of:
  - Evaluating potential exit strategies
- These priorities are designed to maximize shareholder returns over the long term

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12