

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 20, 2013

Hines Global REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland

000-53964

26-3999995

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

2800 Post Oak Blvd, Suite 5000, Houston, Texas

77056-6118

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(888) 220-6121

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 20, 2013, Hines Global REIT, Inc. (referred to herein as 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; (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, 2013; (3) did not approve a charter amendment to provide for the retention of records and obtaining insurance in connection with the Company’s investments in mortgages (referred to herein as “Proposal 3”); (4) did not approve a charter amendment to remove the limitation relating to access to the Company’s stockholder list in connection with a mini-tender or tender offer (referred to herein as “Proposal 4”); and (5) did not approve a charter amendment to eliminate the Company’s ability to redeem securities held and obtained by persons or entities who make a non-compliant tender offer (referred to herein as “Proposal 5” and, collectively with Proposal 3 and Proposal 4 “Proposals 3, 4 and 5”).

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

| | For | Against | Authority Withheld or Abstained from Voting |
|--------------------|------------|----------------|----------------------------------------------------|
| Jeffrey C. Hines | 67,888,543 | — | 1,699,712 |
| Colin P. Shepherd | 67,788,856 | — | 1,799,399 |
| Charles M. Baughn | 67,931,059 | — | 1,657,196 |
| Jack L. Farley | 67,786,814 | — | 1,801,441 |
| Thomas L. Mitchell | 67,837,916 | — | 1,750,340 |
| John S. Moody | 67,814,233 | — | 1,774,022 |
| Peter Shaper | 67,767,524 | — | 1,820,732 |

There were 20,913,469 broker non-votes 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 87,777,575 shares voted in favor of the proposal, stockholders holding 782,594 shares voted against the proposal and stockholders holding 1,941,556 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.

The Company’s stockholders did not approve Proposals 3, 4 and 5. Each of Proposals 3, 4, and 5 did not pass because they did not receive the affirmative vote of stockholders holding a majority of the Company’s outstanding shares of common stock as of June 24, 2013, the record date for the annual meeting. As of the record date, there were 176,066,155 shares of the Company’s common stock outstanding.

The voting results for Proposals 3, 4 and 5 are as follows:

| | For | Against | Authority Withheld or Abstained from Voting |
|------------|------------|----------------|----------------------------------------------------|
| Proposal 3 | 65,223,250 | 641,092 | 3,723,913 |
| Proposal 4 | 59,839,285 | 4,222,654 | 5,526,316 |
| Proposal 5 | 61,000,803 | 2,601,832 | 5,985,620 |

There were 20,913,469 broker non-votes with respect to each of Proposals 3, 4 and 5.

Item 7.01 Regulation FD Disclosure.

Sherri Schugart, the President and Chief Executive Officer of Hines Global REIT, Inc. 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 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, the completion of pending acquisitions and Hines Global REIT, Inc.’s current investment strategy and 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, 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 GLOBAL REIT, INC.

September 20, 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 |

Hines Global REIT

2013 Shareholder Meeting

President and CEO
Sherri Schugart





Hines Global REIT 2013 Shareholder Meeting

Company Overview

- Commenced capital raising in 2009
 - Raised \$1.8 billion to date
 - Expect to raise an additional \$500 million - \$750 million in second offering which commenced in February 2013 at \$10.28¹ per share (up from \$10.00 per share in the first offering)
- 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

1. The share price was determined by the Hines Global REIT Board of Directors, at its sole discretion, and does not represent the current value of the properties in the portfolio, and may be higher or lower than the value of the properties at any given time. The share price includes a sales charge which reduces the amount available for investment.

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Hines Global REIT 2013 Shareholder Meeting

Portfolio Overview

- Current portfolio consists of
 - 37 projects¹
 - Office, Retail, Industrial, Multifamily and Mixed Use
 - Net purchase price of approximately \$3.7 billion¹
 - 12.1 million square feet^{1,2}
 - 97% leased^{1,2}
- Moderate leverage of 55% with weighted average interest rate of 3.8%³
- Distribution Rate maintained through September 2013^{4,5}
 - 6.32% annualized rate on \$10.28 share price
 - 6.50% annualized rate on \$10.00 share price

1. Assumes 100% ownership in each of Hines Global REIT's real estate assets and includes costs of three development projects, which have not been completed, and real estate related debt. We own less than 100% of the interests in five projects. Assuming our effective ownership in each asset, the net purchase price would be \$3.6 billion and square feet would be 11.9 million. Data is as of June 30, 2013, but includes The Markets at Town Center, The Avenue Murfreesboro and 2300 Main, as well as one pending acquisition. There can be no assurance that the pending acquisition will be completed.

2. The percentage leased would be 97% assuming the REIT's effective ownership. The square feet and percentage leased do not include development projects.

3. Based on Hines Global REIT's pro-rata share of the estimated value of each investment as of June 30, 2013. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2012. Values of Hines Global REIT's multifamily development projects (which have not been completed) were based on their estimated cost to completion and values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of June 30, 2013. The estimated values of properties acquired in 2013 as well as the pending acquisitions were based on the contract purchase prices.

4. The board determines the timing and amount of distributions. There is no guarantee that distributions will be paid or that the distribution rate will be maintained. We reduced our annualized distribution rate in January 2012. Distributions have exceeded earnings and have been funded from cash flows from operating activities and cash flows from financing activities, which includes borrowings, offering proceeds and noncontrolling interests contributions. For the 6 months ended June 30, 2013, and for the years ended 12/31/12, 12/31/11 and 12/31/10, respectively, 48%, 18%, 13% and 40% of distributions were funded from borrowings and 13%, 32%, 40% and 55% of distributions were funded from offering proceeds. In addition, for the year ended 12/31/10, 5% of distributions were funded from noncontrolling interests contributions. The balance of distributions were funded from cash flows from operating activities. The use of proceeds, borrowed funds and noncontrolling interests contributions to pay distributions may adversely impact our ability to pay distributions at the current rate or at all, and could reduce the amount available for investment, which could reduce a shareholder's overall return. Share price for the initial offering was determined arbitrarily.

5. Annualized rate assumes rate is maintained for a twelve-month period.

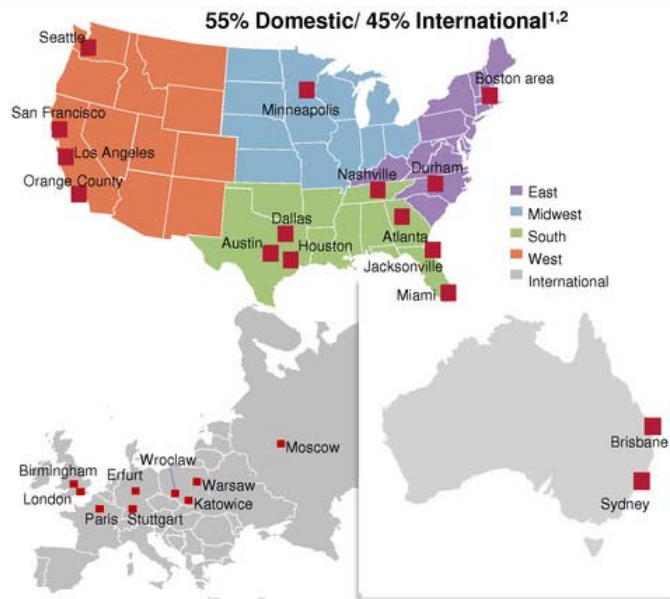
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Hines Global REIT 2013 Shareholder Meeting

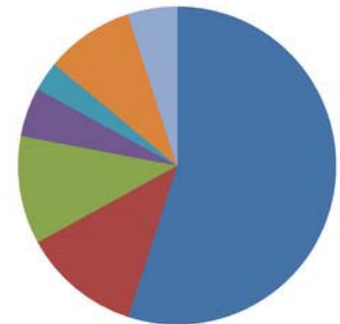
Geographical Diversification

GEOGRAPHIC REGIONS



COUNTRY MIX^{1,2}

% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



■ U.S. - 55% ■ U.K. - 12%
 ■ Australia - 11% ■ France - 5%
 ■ Germany - 3% ■ Poland - 9%
 ■ Russia - 5%

1. Statistics are as of June 30, 2013, but include acquisitions that were completed after that date and assumes that the one pending acquisition in Germany has been completed. There can be no assurance that the pending acquisition will be completed.
2. Based on Hines Global REIT's pro-rata share of the estimated value of each investment as of June 30, 2013. The estimated values were based on their appraised values as of December 31, 2012. Values of Hines Global REIT's multifamily development projects (which have not been completed) were based on their estimated cost at completion and values of real estate-related debt investments were based on the amounts outstanding under each loan as of June 30, 2013. The estimated values of the properties acquired subsequent to December 31, 2012 were based on the net contract purchase prices.

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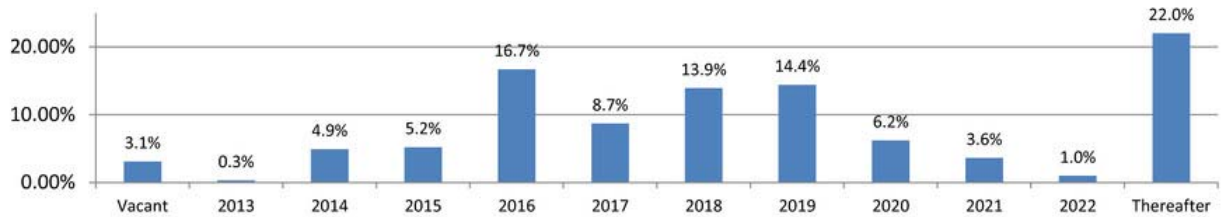


Hines Global REIT 2013 Shareholder Meeting

Lease Expirations, Product & Tenant Diversification

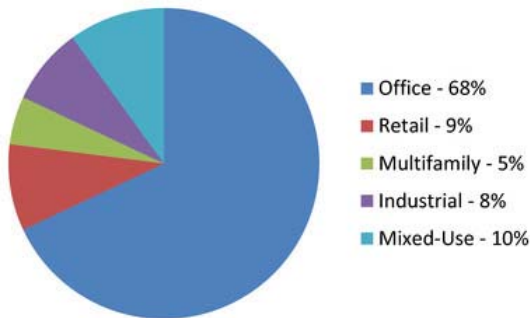
Schedule of Lease Expirations¹

% OF TOTAL LEASABLE SQUARE FEET IN CURRENT PORTFOLIO



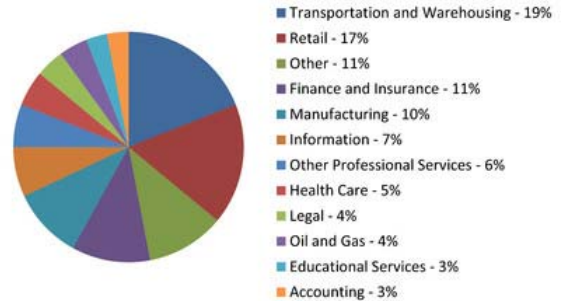
PRODUCT TYPE^{1,2}

% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



TENANT INDUSTRY MIX¹

% OF TOTAL PORTFOLIO—BASED ON SQUARE FOOTAGE BY EFFECTIVE OWNERSHIP



1. Statistics are as of June 30, 2013, but include acquisitions that were completed after that date and assumes that the one pending acquisition has been completed. There can be no assurance that the pending acquisition will be completed.
 2. Weighted by Hines Global REIT's effective ownership (by estimated values).

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Hines Global REIT 2013 Shareholder Meeting

Key 2013 Acquisitions



Mercedes Benz Bank – Stuttgart, Germany

- Acquired February 2013
- \$70.2 million / €51.9 million¹
- 263,000 s.f. - 100% leased
- Major tenant: Mercedes-Benz Bank



New City – Warsaw, Poland

- Acquired March 2013
- \$163.5 million / €127.0 million¹
- 484,000 s.f. - 100% leased
- Major tenants: Gruner & Jahr, Novartis

1. Amount presented in U.S. dollars is based on the exchange rate in effect as of the date of the acquisition.

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Hines Global REIT 2013 Shareholder Meeting

Key 2013 Acquisitions



465 Victoria – Sydney, Australia

- Acquired February 2013
- \$90.8 million / \$88.7 million AUD¹
- 172,000 s.f. - 97% leased
- Major tenants: Vodafone, Real Insurance, Lend Lease



825 Ann – Brisbane, Australia

- Acquired April 2013
- \$128.2 million / \$124.7 million AUD¹
- 207,000 s.f. - 99% leased
- Major tenants: Laing O'Rourke, Macquarie Bank, Ergon Energy

1. Amount presented in U.S. dollars is based on the exchange rate in effect as of the date of the acquisition.

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Hines Global REIT 2013 Shareholder Meeting

Key 2013 Acquisitions



The Campus at Playa Vista – Los Angeles, CA

- Acquired April 2013
- \$218.0 million
- 325,000 s.f. - 100% leased
- Major tenants: Belkin International, University of Southern California, Internet Corporation for Assigned Names and Numbers



Perspective Défense– Paris, France

- Acquired June 2013
- \$165.8 million \ €126.5 million¹
- 290,000 s.f. - 100% leased
- Major tenants: Areva, Société Générale

1. Amount presented in U.S. dollars is based on the exchange rate in effect as of the date of the acquisition.

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Hines Global REIT 2013 Shareholder Meeting

Key 2013 Acquisitions



The Markets at Town Center – Jacksonville, FL

- Acquired July 2013
- \$135.0 million
- 317,000 s.f. - 93% leased
- Major tenants: Toys R Us, Nordstrom Rack, West Marine



The Avenue – Murfreesboro, TN

- Acquired August 2013
- \$103.0 million
- 747,000 s.f. - 89% leased
- Major tenant: Belk

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Hines Global REIT 2013 Shareholder Meeting

Looking Forward

- Continue raising capital of approximately of \$500-\$750 million
- Invest such capital focusing on
 - Diversification
 - Current and anticipated real estate and capital markets
 - Future liquidity needs of portfolio
- Manage lease rollover to maintain occupancy and grow operating income and values
- Explore and evaluate future potential exit strategies

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