

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 16, 2015

Hines Real Estate Investment Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

000-50805

20-0138854

(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 16, 2015, Hines Real Estate Investment Trust, 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:

	For	Against	Authority Withheld or Abstained from Voting
Jeffrey C. Hines	71,592,625	—	2,887,800
Charles M. Baughn	71,703,085	—	2,777,340
Lee A. Lahourcade	71,746,835	—	2,733,590
Stanley D. Levy	71,677,513	—	2,802,912
Paul B. Murphy Jr.	71,739,495	—	2,740,930

In addition to the voting described above, there were 68,245,133 broker non-votes cast with respect to the election of each 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 139,769,207 shares voted in favor of the proposal, stockholders holding 1,196,465 shares voted against the proposal and stockholders holding 1,759,886 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 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 (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 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, share redemptions 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 REAL ESTATE INVESTMENT TRUST, INC.

September 17, 2015

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

Exhibit Index

Exhibit No.	Description
99.1	2015 Shareholder Meeting Presentation

2015 Shareholder Meeting

Hines Real Estate Investment Trust, Inc.

Sherri Schugart
President and CEO





Hines REIT 2015 Shareholder Meeting

Company History and Overview

- Commenced capital raising in 2004 and raised \$2.5 billion of capital between then and the end of 2009 to invest primarily in high quality office assets in the US
- 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 as well as significant declines in the valuations of our assets
- 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 REIT 2015 Shareholder Meeting

Company History and Overview

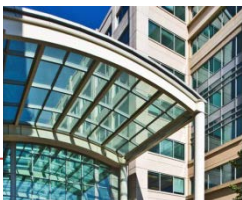
- Since 2009, the Company has been focused on the following:
 - Leasing: Keeping our tenants in occupancy to preserve and maintain operating income and values
 - Liquidity: Ensuring we have sufficient funds to meet liquidity needs for operating expenses, leasing capital, and debt refinancings, while still maintaining reasonable levels of distributions to our shareholders
 - Strategic asset sales and acquisitions: Identifying opportunities to sell certain assets to harvest liquidity and reposition the portfolio to be more geographically concentrated for a future portfolio exit



Hines REIT 2015 Shareholder Meeting

Company History and Overview

- To date we have sold 35 assets directly or indirectly providing aggregate net sales proceeds to the Company of approximately \$1.7 billion.
- We have used those proceeds as follows:
 - Return of Capital distributions to our investors of approximately \$259.8 million
 - Reinvestments into existing assets for leasing capital, building improvements or deleveraging through paying down debt
 - Reinvestments of approximately \$802.8 million into 3 high-quality office assets located on the West Coast which we believe greatly improves the attractiveness of our West Coast portfolio to help maximize value at exit
- We continue our disposition and repositioning process with an eye on providing investors with an ultimate liquidity event.



Hines REIT 2015 Shareholder Meeting

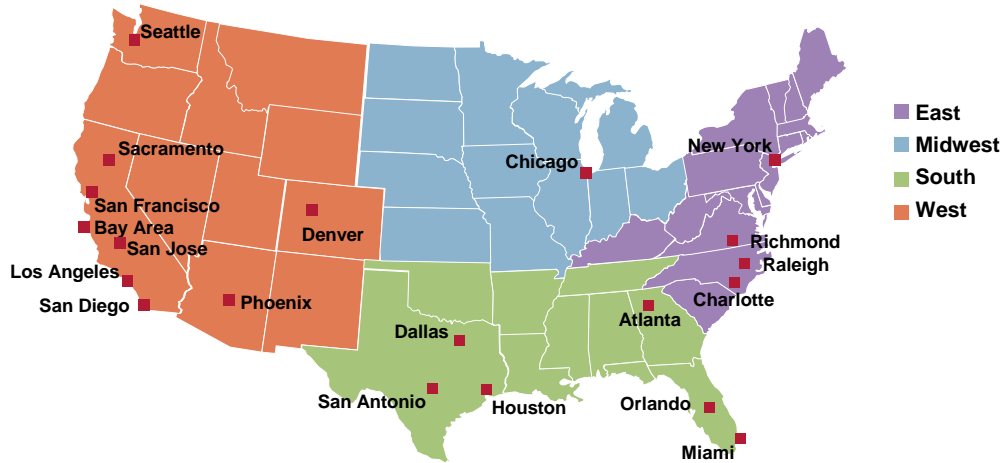
Portfolio Summary¹

- Total real estate assets of approximately \$2.8B²
- Interests in 32 properties totaling approximately 14.6 million square feet
- Weighted average occupancy of 89%
- Current leverage percentage of 43% with weighted average interest rate of 3.6%
- Distributions at an annualized rate of 4.15% declared through September 2015, based on the estimated per share NAV of \$6.50³. This NAV excludes the \$1.01 per share special distribution of return of capital in prior years
- Share Redemption Program reinstated in April 2013 at 85% of NAV and all eligible requests submitted since then have been honored to date

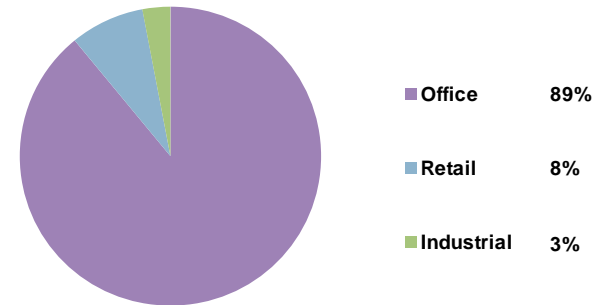
¹Data as of June 30, 2015, except where otherwise indicated. Owned directly or indirectly. ²This represents Hines REIT's pro-rata share of the appraised values of each investment held directly and indirectly as of September 30, 2014. The estimated value of the property acquired subsequent to September 30, 2014 was based on the net contract purchase price. It does not necessarily reflect the current aggregate value of Hines REIT's investments. ³The distribution rate is \$0.00073973 per share, per day. The annualized rate assumes that the distribution rate is maintained for a 12-month period. The estimated per share NAV was determined as of September 30, 2014 and is not an indication of the current value on a per share basis of an investment in Hines REIT.



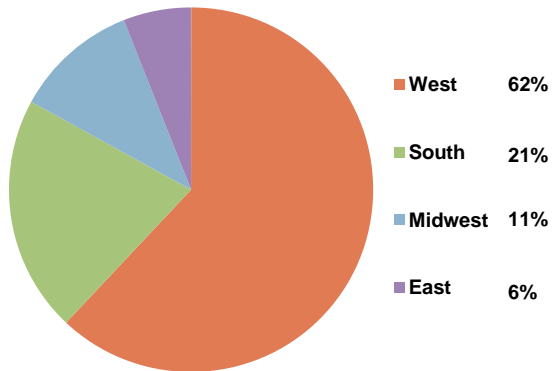
Hines REIT 2015 Shareholder Meeting



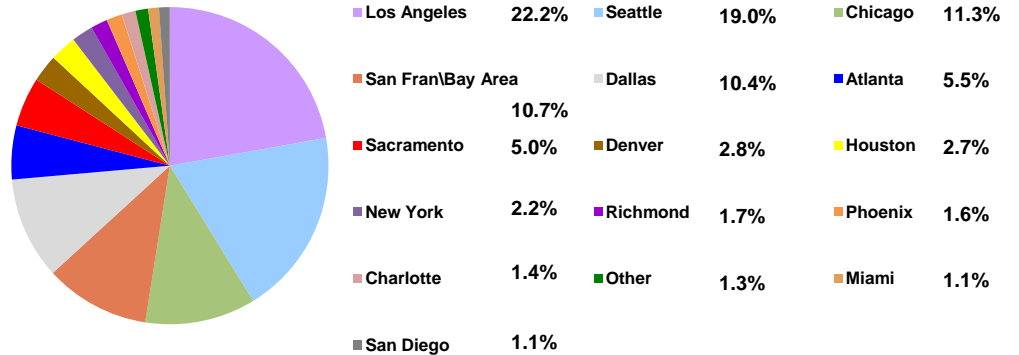
ASSET CLASS MIX¹
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED AGGREGATE VALUE



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



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



1. Data as of July 2015 and based on Hines REIT's pro-rata share of the estimated aggregate value.



Hines REIT 2015 Shareholder Meeting

Strategic Dispositions During 2015



Citymark Dallas, TX

- Acquired: August 2005 for \$27.8 million
- Sold: February 2015 for \$38.9 million



4050/4055 Corporate Drive Dallas, Texas

- Acquired: May 2008 for \$42.8 million
- Sold: April 2015 for \$44.3 million



2555 Grand Kansas City, MO

- Acquired: February 2008 for \$155.8 million
- Sold: July 2015 for \$153.5 million



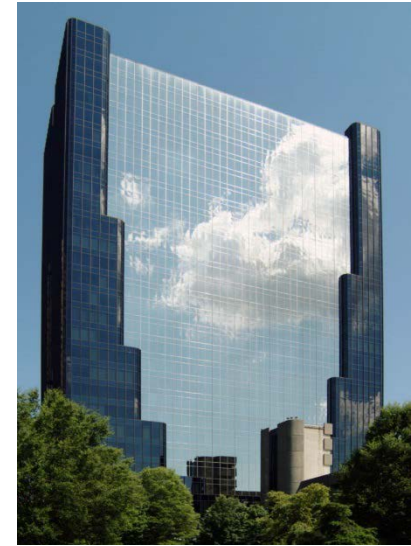
Hines REIT 2015 Shareholder Meeting

Strategic Asset Dispositions – Core Fund



One North Wacker Chicago, IL

- Acquired: March 2008 for \$540.0 million
- Sold 49% noncontrolling interest in December 2011
- Sold remaining 51% interest in January 2015



Charlotte Plaza Charlotte, North Carolina

- Acquired: June 2007 for \$175.5 million
- Sold: April 2015 for \$160.0 million¹

¹As a result of its investment in the Core Fund, Hines REIT had a 24% indirect interest in this property at the time of the sale.



Hines REIT 2015 Shareholder Meeting

Strategic Asset Acquisitions During 2015



Civica Office Commons Bellevue, Washington

- Acquired: February 2015 for \$205.2 million
- Two Class A office buildings with 308,616 rentable square feet
- 90% leased



2851 Junction Avenue San Jose, California

- Acquired: May 2015 for \$86.9 million
- 155,613 rentable square feet
- 100% leased



Hines REIT 2015 Shareholder Meeting

Management Focus and Priorities

- Our near-term priorities consist of:
 - Continuing leasing efforts to drive higher occupancy
 - Managing liquidity & maximizing distributions to shareholders
 - Strategic asset sales and selectively evaluating high-quality reinvestment opportunities for repositioning the portfolio
 - Evaluating and preparing for potential exit strategies most likely in the 2016-2017 timeframe
- These priorities are designed to maximize shareholder returns over the long term
- Alignment of interest – Hines is the largest investor with approximately \$154 million of equity and reinvested fees invested in Hines REIT



Hines REIT 2015 Shareholder Meeting

Statements in this presentation, including but not limited to intentions, beliefs, expectations or projections relating to distributions, redemptions of common stock pursuant to Hines REIT's share redemption program, occupancy levels at Hines REIT's properties, sales of assets, a liquidity event, and the maximization of shareholder returns, 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 REIT is unable to maintain the current level of distributions, the risk that Hines REIT is unable to attract new tenants or existing tenants vacate or fail to renew their leases, the risk that Hines REIT is unable to identify an exit strategy during the anticipated time frame and other risks described in the "Risk Factors" section of Hines REIT's Annual Report on Form 10-K for the year ended December 31, 2014, as amended and supplemented by Hines REIT's other filings with the Securities and Exchange Commission.