

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Hines Real Estate Investment Trust, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.

- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

In connection with the mailing of the definitive proxy statement of Hines Real Estate Investment Trust, Inc. (the “Company”) and the solicitation of proxies with respect to the proposals set forth in the definitive proxy statement, the following email (the “Email”) was distributed to financial advisors with clients invested in the Company at the time of the mailing of the definitive proxy statement. The fact sheet immediately following the Email was included as an attachment to the Email.

Subject: Hines REIT Shareholder Votes Needed

To view this email as a web page, go [here](#).

Engage

Hines | Securities

Hines REIT



Help get in the vote by having your clients vote on the proposals in the Hines REIT proxy statement.

Please encourage your clients to vote as soon as possible.

The Hines REIT voting process is underway, but we still need your help in reaching out to your clients to vote their shares, as set forth in the Hines REIT proxy materials they recently received.

Shareholders are being asked to vote on the following proposals:

- Approval of the plan of liquidation and dissolution, including the West Coast Asset Sale.
- Approval of the adjournment of the annual meeting to a later date, if necessary.
- Re-election of five members of the board of directors.
- Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.



The shareholder meeting is scheduled for November 7, 2016. You can find more information regarding the plan of liquidation and dissolution by reviewing the Fact Sheet and the proxy materials.

[Fact Sheet](#)

Additional Information:

This communication is being made in respect of the Company's proposed plan of liquidation and dissolution pursuant to which the Company will sell all or substantially all of the Company's properties and assets, including without limitation seven of the Company's properties located in California and Washington to BRE Hydra Property Owner LLC (the "West Coast Asset Sale"). The proposed plan of liquidation and dissolution, including the West Coast Asset Sale, will be submitted to the stockholders of the Company for their consideration. In connection with the proposed plan of liquidation and dissolution, including the West Coast Asset Sale, the Company has filed a definitive proxy statement with the SEC. INVESTORS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT CAREFULLY AND IN ITS ENTIRETY AND ANY OTHER RELEVANT DOCUMENTS OR MATERIALS FILED OR TO BE FILED WITH THE SEC OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PLAN OF LIQUIDATION AND DISSOLUTION, INCLUDING THE WEST COAST ASSET SALE. The definitive proxy statement has been mailed to the Company's stockholders. In addition, the proxy statement and other documents are available at no charge at the SEC's internet website, www.sec.gov. The proxy statement and other pertinent documents also may be obtained at no charge at the Company's website, <http://www.hinessecurities.com>, or by directing a written request to Hines Real Estate Investment Trust, Inc. at 2800 Post Oak Boulevard, Suite 5000, Houston, Texas 77056-6118, Attention: Secretary.

The Company and its directors and executive officers and members of its external advisor and its employees may be deemed to be participants in the solicitation of proxies with respect to the plan of liquidation and dissolution, including the West Coast Asset Sale. Information regarding the Company's directors and executive officers is detailed in the proxy statements and annual reports on Form 10-K and quarterly reports on Form 10-Q previously filed with the SEC, each of which can be obtained at no charge from the sources indicated above. Additional information regarding the direct and indirect interests of the Company's directors and executive officers in the plan of liquidation and dissolution may be obtained by reading the definitive proxy statement and other relevant documents or materials relating to the proposed transaction.

Forward Looking Statements:

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. Forward-looking statements generally can be identified by the use of words or phrases such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "foresee," "looking ahead," "is confident," "should be," "will," "predicted," "likely," or similar words or phrases intended to identify information that is not historical in nature. These forward-looking statements include, among others, statements about the expected benefits of the plan of liquidation and dissolution, including the West Coast Asset Sale, the estimated range of distributions, the expected timing and completion of the plan of liquidation and dissolution,

including the West Coast Asset Sale, and the future business, performance and opportunities of the Company. These risks and uncertainties include, without limitation, the ability of the Company to obtain required stockholder approvals required to consummate the plan of liquidation and dissolution, including the West Coast Asset Sale; the satisfaction or waiver of other conditions to closing for the West Coast Asset Sale; unanticipated difficulties or expenditures relating to the plan of liquidation and dissolution, including the West Coast Asset Sale; the response of tenants, business partners and competitors to the announcement of the plan of liquidation and dissolution, including the West Coast Asset Sale; legal proceedings that may be instituted against the Company and others related to the plan of liquidation and dissolution, including the West Coast Asset Sale; general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate); adverse economic or real estate developments in the Company's existing markets; risks associated with the availability and terms of financing and the ability to refinance indebtedness as it comes due; reductions in asset valuations and related impairment charges; risks associated with downturns in domestic and local economies, changes in interest rates and volatility in the securities markets; potential liability for uninsured losses and environmental contamination; risks associated with the Company's potential failure to qualify as a real estate investment trust under the Internal Revenue Code of 1986, as amended, and possible adverse changes in tax and environmental laws; and risks associated with the Company's dependence on key personnel of Hines Interests Limited Partnership or its affiliates whose continued service is not assured. For a further list and description of such risks and uncertainties, see the reports filed by the Company with the SEC, including the Company's most recent annual report on Form 10-K and quarterly reports on Form 10-Q. Any forward-looking statement speaks only as of the date of this communication. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information or developments, future events or otherwise.

Hines REIT is closed to new investors.

Hines Securities, Inc., Member [FINRA/SIPC](#), is the dealer manager. For more information, call 888.446.3773 or visit hinessecurities.com

09/16

This email was sent by: Hines Securities, Inc.
2800 Post Oak Blvd Suite 4700, Houston, TX, 77056 US

[Privacy Policy](#)

[Update Email Preferences or Unsubscribe](#)



Hines REIT

Plan of Liquidation and Dissolution

Fast Facts



Howard Hughes Center | Los Angeles, CA



1900 and 2000 Alameda | San Mateo, CA



2851 Junction Avenue | San Jose, CA

Background

When Hines launched Hines Real Estate Investment Trust, Inc. ("Hines REIT" or the "Company") back in 2004 it was an open-ended fund, with no target liquidity date. The Great Recession led to a decline in capital raising and a decline in the values of Hines REIT's assets. Hines REIT determined to close its last public offering to new investors in 2009 and faced the challenge of creating a strategy to emerge from the Great Recession while maximizing value for its shareholders.

Since then the Hines REIT management team, led by President and CEO Sherri Schugart, has worked diligently to reposition the fund—for the benefit of investors.

Proxy Mailed to Shareholders

• Started week of August 29, 2016

Shareholder Meeting

• November 7, 2016

Encourage your clients to vote as soon as possible

Plan of Liquidation and Dissolution

On June 29, 2016, the board of directors of Hines REIT voted unanimously to approve a plan of liquidation and dissolution pursuant to which Hines REIT will sell all or substantially all of its assets. Here are certain facts regarding the plan, which is subject to shareholder approval, and previous actions taken by Hines REIT:

- The plan includes the sale of seven West Coast office assets in a cash transaction for **\$1.162 billion** to an affiliate of Blackstone Real Estate Partners VIII L.P.
- The Company has already sold the following assets (which sales were not subject to shareholder approval) for an aggregate sales price of **\$797.1 million**:
 - JPMorgan Chase Tower in Dallas, Texas
 - 321 North Clark in Chicago, Illinois
 - 3400 Data Drive in Rancho Cordova, California
 - Seven of the Grocery-Anchored Portfolio properties
- Hines REIT previously paid special distributions totaling **\$1.01 per share** from July 2011 through April 2013, which was designated by the Company as a partial return of invested capital to shareholders.
- Net proceeds from the sale of the Company's assets expected to be distributed to shareholders are estimated to be approximately **\$6.35 - \$6.65 per share**. Distributions anticipated to be made on or before December 31, 2016.

The plan of liquidation and dissolution maintains Hines' commitment to maximizing long-term value for the Hines REIT shareholders.

Hines REIT is closed to new investors.

Hines Securities, Inc., Member FINRA/SIPC, is the dealer manager. For more information, call 888.446.3773 or visit hinessecurities.com.

Hines | Securities

Additional Information:

This communication is being made in respect of the Company's proposed plan of liquidation and dissolution pursuant to which the Company will sell all or substantially all of the Company's properties and assets, including without limitation seven of the Company's properties located in California and Washington to BRE Hydra Property Owner LLC (the "West Coast Asset Sale"). The proposed plan of liquidation and dissolution, including the West Coast Asset Sale, will be submitted to the stockholders of the Company for their consideration. In connection with the proposed plan of liquidation and dissolution, including the West Coast Asset Sale, the Company has filed a definitive proxy statement with the SEC. INVESTORS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT CAREFULLY AND IN ITS ENTIRETY AND ANY OTHER RELEVANT DOCUMENTS OR MATERIALS FILED OR TO BE FILED WITH THE SEC OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PLAN OF LIQUIDATION AND DISSOLUTION, INCLUDING THE WEST COAST ASSET SALE. The definitive proxy statement has been mailed to the Company's stockholders. In addition, the proxy statement and other documents are available at no charge at the SEC's internet website, www.sec.gov. The proxy statement and other pertinent documents also may be obtained at no charge at the Company's website, <http://www.hinessecurities.com>, or by directing a written request to Hines Real Estate Investment Trust, Inc. at 2800 Post Oak Boulevard, Suite 5000, Houston, Texas 77056-6118, Attention: Secretary.

The Company and its directors and executive officers and members of its external advisor and its employees may be deemed to be participants in the solicitation of proxies with respect to the plan of liquidation and dissolution, including the West Coast Asset Sale. Information regarding the Company's directors and executive officers is detailed in the proxy statements and annual reports on Form 10-K and quarterly reports on Form 10-Q previously filed with the SEC, each of which can be obtained at no charge from the sources indicated above. Additional information regarding the direct and indirect interests of the Company's directors and executive officers in the plan of liquidation and dissolution may be obtained by reading the definitive proxy statement and other relevant documents or materials relating to the proposed transaction.

Forward-Looking Statements:

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. Forward-looking statements generally can be identified by the use of words or phrases such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "foresee," "looking ahead," "is confident," "should be," "will," "predicted," "likely," or similar words or phrases intended to identify information that is not historical in nature. These forward-looking statements include, among others, statements about the expected benefits of the plan of liquidation and dissolution, including the West Coast Asset Sale, the estimated range of distributions, the expected timing and completion of the plan of liquidation and dissolution, including the West Coast Asset Sale, and the future business, performance and opportunities of the Company. These risks and uncertainties include, without limitation, the ability of the Company to obtain required stockholder approvals required to consummate the plan of liquidation and dissolution, including the West Coast Asset Sale; the satisfaction or waiver of other conditions to closing for the West Coast Asset Sale; unanticipated difficulties or expenditures relating to the plan of liquidation and dissolution, including the West Coast Asset Sale; the response of tenants, business partners and competitors to the announcement of the plan of liquidation and dissolution, including the West Coast Asset Sale; legal proceedings that may be instituted against the Company and others related to the plan of liquidation and dissolution, including the West Coast Asset Sale; general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate); adverse economic or real estate developments in the Company's existing markets; risks associated with the availability and terms of financing and the ability to refinance indebtedness as it comes due; reductions in asset valuations and related impairment charges; risks associated with downturns in domestic and local economies, changes in interest rates and volatility in the securities markets; potential liability for uninsured losses and environmental contamination; risks associated with the Company's potential failure to qualify as a real estate investment trust under the Internal Revenue Code of 1986, as amended, and possible adverse changes in tax and environmental laws; and risks associated with the Company's dependence on key personnel of Hines Interests Limited Partnership or its affiliates whose continued service is not assured. For a further list and description of such risks and uncertainties, see the reports filed by the Company with the SEC, including the Company's most recent annual report on Form 10-K and quarterly reports on Form 10-Q. Any forward-looking statement speaks only as of the date of this communication. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information or developments, future events or otherwise.

Hines | Securities

Hines Securities, Inc. | Dealer Manager | Member FINRA/SIPC
2800 Post Oak Blvd. | Suite 4700 | Houston, TX 77056
888.446.3773 | hinessecurities.com

Hines REIT is closed to new investors.

Hines Securities, Inc., Member FINRA/SIPC, is the dealer manager. For more information, call 888.446.3773 or visit hinessecurities.com.