

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):

December 14, 2016

Hines Global REIT, Inc.

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(Exact name of registrant as specified in its charter)

Maryland

000-53964

26-3999995

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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 December 14, 2016, Hines Global REIT, 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 seven nominees listed below to serve as directors for a term ending at the 2017 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, 2016.

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	90,204,087	—	2,451,758
Colin P. Shepherd	90,270,423	—	2,385,422
Charles M. Baughn	90,227,161	—	2,428,684
Jack L. Farley	90,170,222	—	2,485,623
Thomas L. Mitchell	90,267,012	—	2,388,833
John S. Moody	90,223,150	—	2,432,695
Peter Shaper	90,210,401	—	2,445,444

There were 76,296,663 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 165,715,126 shares voted in favor of the proposal, stockholders holding 1,263,470 shares voted against the proposal and stockholders holding 1,973,912 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.

## 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, 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 2016 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, the completion of pending acquisitions 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, 2015 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.

December 14, 2016

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

## Exhibit Index

Exhibit No.	Description
99.1	2016 Shareholder Meeting Presentation

2016 Shareholder Meeting  
Hines Global REIT, Inc.

Sherri Schugart  
President and CEO







## Hines Global REIT 2016 Shareholder Meeting

### Company Overview

- We commenced capital raising in 2009 and as of September 30, 2016, we raised \$3.0 billion in aggregate proceeds from two public offerings, including the DRP offering. We closed our last offering in April 2014.
- 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

**Hines**



# Hines Global REIT 2016 Shareholder Meeting

## Portfolio Overview (as of September 30, 2016)

- Our current portfolio consists of:
  - Interests in 42 real estate projects
  - Office, Retail, Industrial, Multifamily and Mixed-Use
  - Estimated aggregate value of approximately \$5.5 billion<sup>1,2</sup>
  - 16.7 million square feet of leasable space
  - 94% leased
- Moderate leverage of 45% with weighted average interest rate of 2.3%
- Current distribution rate maintained through December 2016<sup>3</sup>
  - 6.25% annualized rate on \$10.40 share price
  - 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 real estate related debt. We own less than 100% of the interests in four projects.

2. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2015. Values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of September 30, 2016. The estimated aggregate value of the portfolio does not necessarily reflect the current aggregate value of Hines Global REIT's Investments.

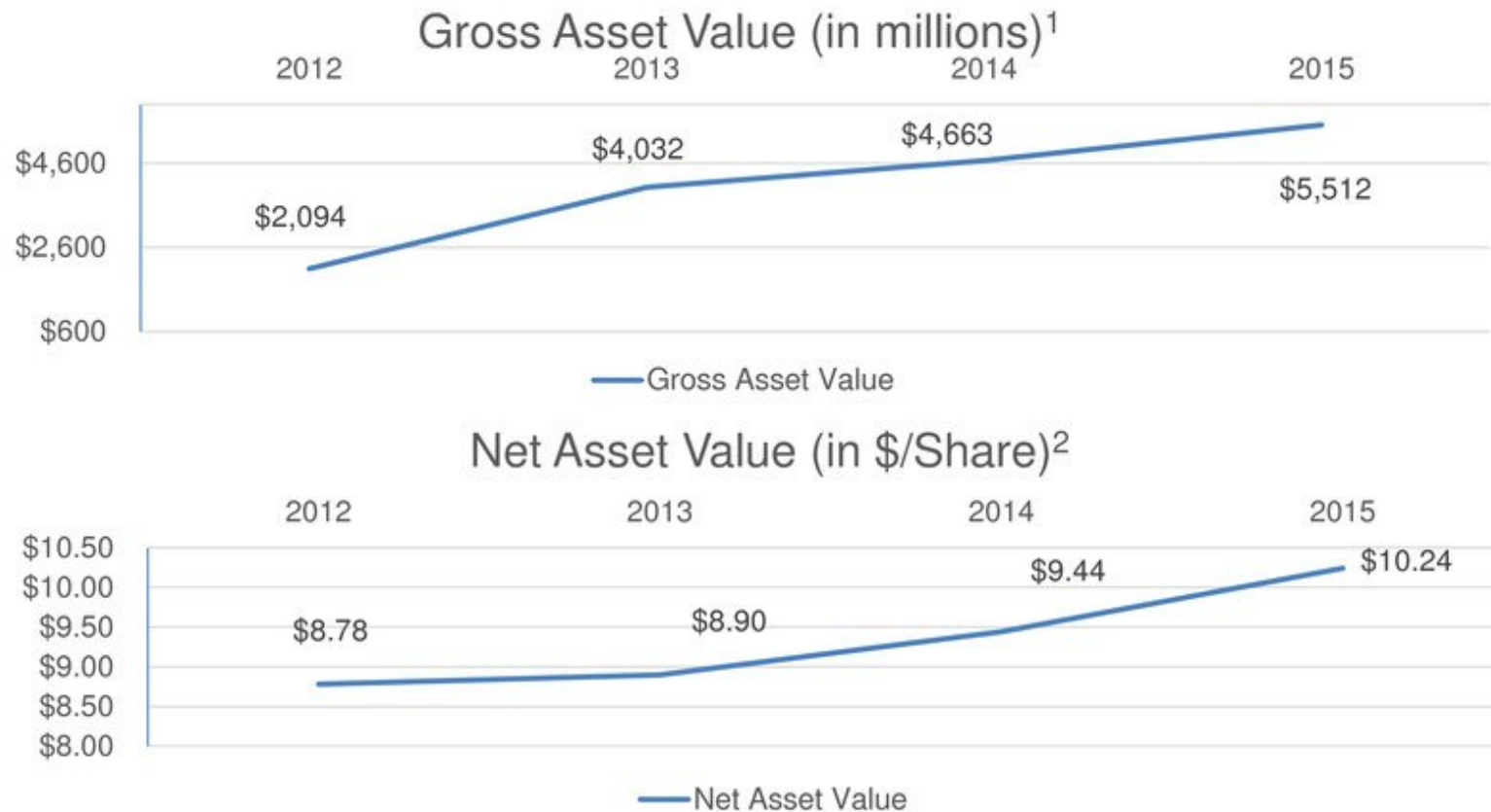
3. The distribution rate has been \$0.0017808 per share, per day since January 2014. It represents a 6.35% annualized rate based on the estimated per share net asset value (NAV) of \$10.24 as of December 31, 2015. Annualized rates assume that the distribution rate is maintained for a 12-month period. The estimated per share NAV is not an indication of the current value on a per share basis of an investment in Hines Global REIT.





## Hines Global REIT 2016 Shareholder Meeting

### Asset Value Growth by Year



1. Gross asset Value is the appraised value of the Hines Global REIT's real property investments as of December 31<sup>st</sup> for 2012, 2013, 2014, and 2015
2. Net Asset Value as of December 31<sup>st</sup> of each year, as determined by Hines Global REIT's board of directors.

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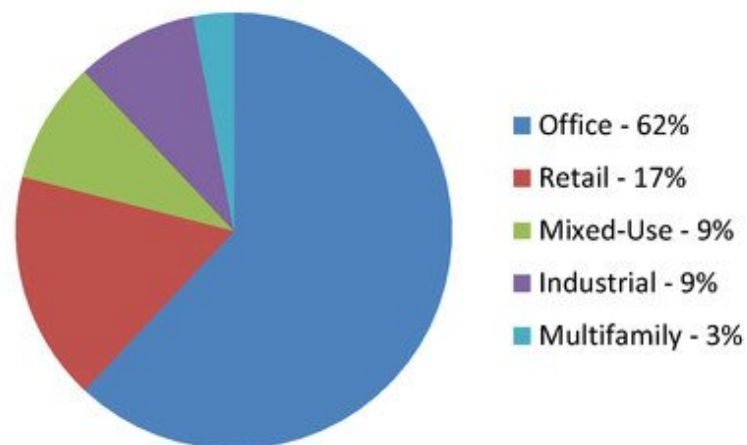
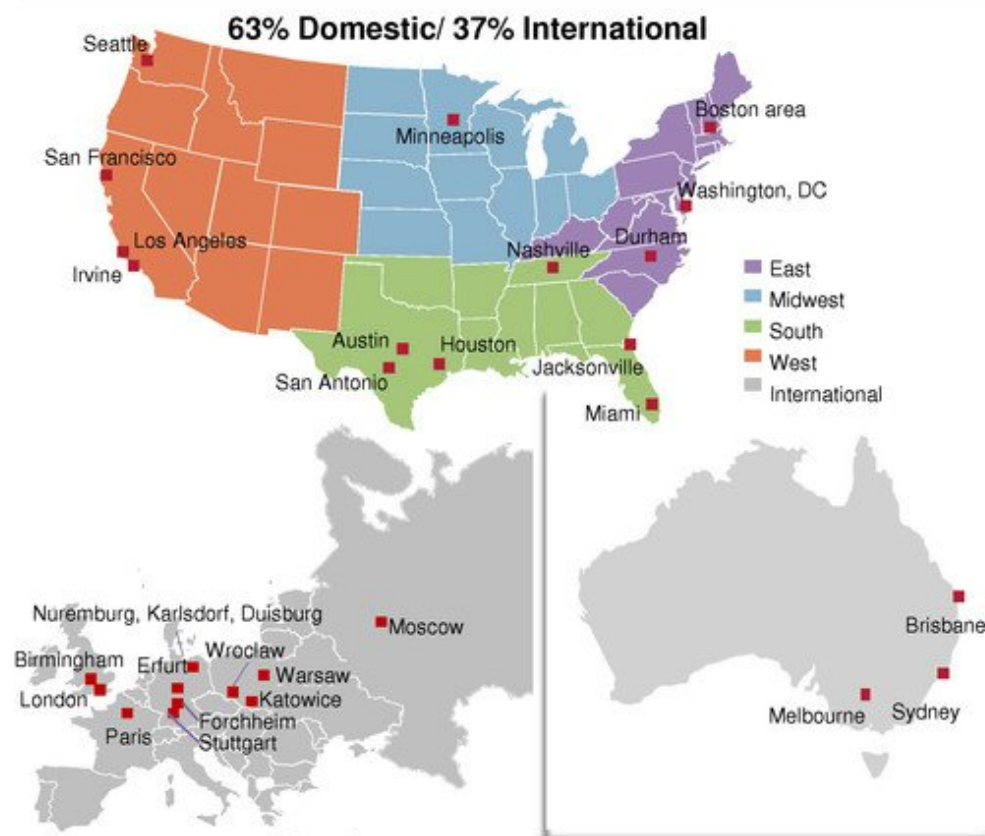
# Hines Global REIT 2016 Shareholder Meeting

## Geographical Diversification (as of September 30, 2016)

### GEOGRAPHIC REGIONS

### PRODUCT TYPE<sup>1</sup>

% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



**Hines**

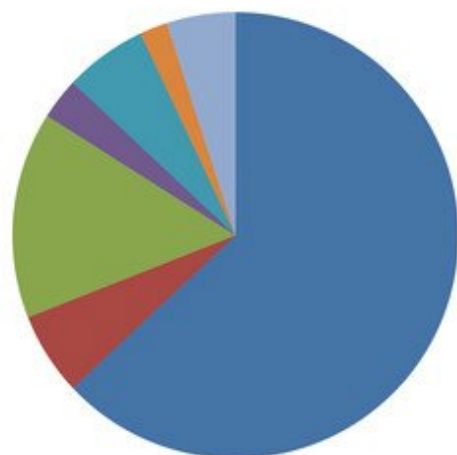
1. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2015. Values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of September 30, 2016.



# Hines Global REIT 2016 Shareholder Meeting

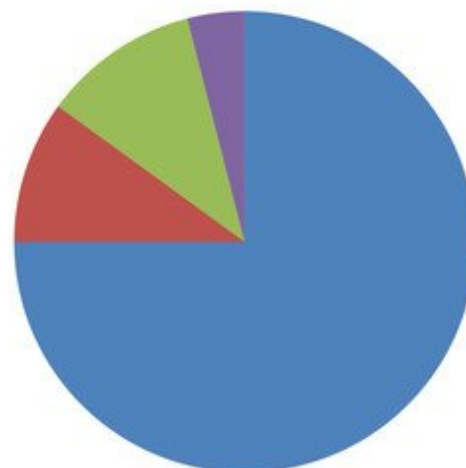
## Geographical Diversification (as of September 30, 2016)

**COUNTRY MIX<sup>1</sup>**  
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



■ U.S. - 63%      ■ Germany - 6%  
 ■ U.K. - 15%      ■ France - 3%  
 ■ Australia - 6%      ■ Russia - 2%  
 ■ Poland - 5%

**EQUITY INVESTED BY CURRENCY<sup>1,2</sup>**  
% OF TOTAL PORTFOLIO—BASED ON EQUITY INVESTED



■ USD - 75%      ■ EUR - 10%  
 ■ GBP - 11%      ■ AUD - 4%

1. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2015. Values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of September 30, 2016.

2. Calculated using Hines Global REIT's pro-rata share of the total portfolio based on net equity invested. Net equity invested is defined as the estimated value (as described above) less debt incurred.



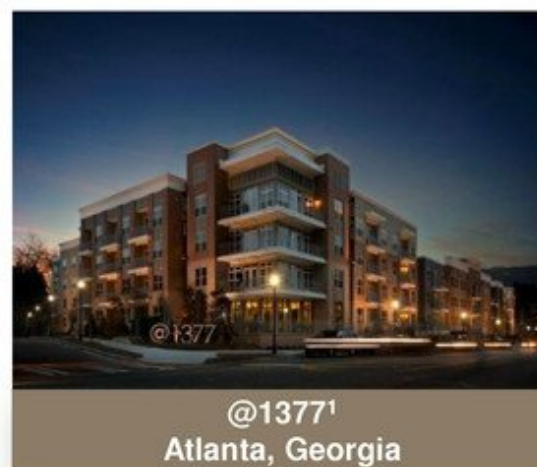


## Hines Global REIT 2016 Shareholder Meeting

### Strategic Asset Sales During 2015 and 2016



- Acquired in June 2010 for \$20.4 million
- Sold in December 2015 for \$30.9 million



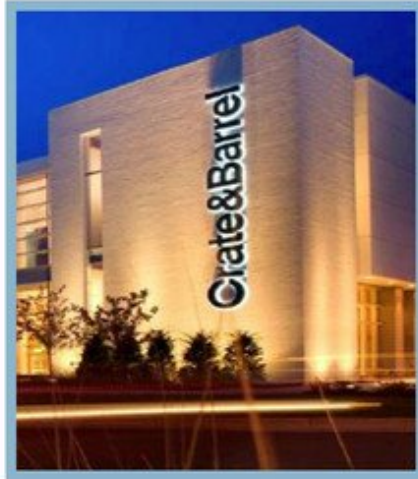
- Development project, opened March 2014; development cost \$31.9 million
- Sold in June 2016 for \$51.0 million<sup>2</sup>

1. Owned through a JV between Hines Global REIT and Hines Interests Limited Partnership; Hines Global REIT had a 5.7% interest in the JV.  
2. Hines Global REIT received distributions of \$8.7 million as a result of the sale and received \$4.0 million related to the repayment of a mezzanine loan by the JV.



# Hines Global REIT 2016 Shareholder Meeting

## Upcoming Investment Activity



**Minneapolis Retail Center  
Expansion  
Minneapolis, MN**

- Will redevelop and expand east end of center
- Expected total cost - \$32.5 million



**The Rim - Final Parcel  
San Antonio, TX**

- Approximately 129,000 square feet
- Estimated purchase price - \$60.9 million





## Hines Global REIT 2016 Shareholder Meeting

### Looking Forward

- Proactively manage assets to maintain occupancy and maximize value
- Strategically dispose of certain assets and identify potential reinvestments which are complimentary to the overall portfolio
- Evaluate strategic alternatives to provide liquidity to shareholders



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