
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):

August 22, 2012

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 August 22, 2012, 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 2013 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, 2012.

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	111,450,235	—	4,157,480
C. Hastings Johnson	111,364,555	—	4,243,160
Charles M. Baughn	111,463,386	—	4,144,329
Thomas A. Hassard	111,310,028	—	4,297,687
Lee A. Lahourcade	111,286,091	—	4,321,625
Stanley D. Levy	111,233,173	—	4,374,542
Paul B. Murphy Jr.	111,416,704	—	4,191,011

With respect to the proposal to ratify the selection of Deloitte & Touche, stockholders holding 111,855,073 shares voted in favor of the proposal, stockholders holding 1,642,747 shares voted against the proposal and stockholders holding 2,114,586 shares abstained from voting on this proposal. No broker non-votes were cast with respect to either proposal.

Item 7.01 Regulation FD Disclosure.

Charles Hazen, 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 2012 Shareholder Meeting Presentation

Statements in this Current Report on Form 8-K, including intentions, beliefs, expectations or projections relating to items such as the timing of payment of distributions 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, 2011 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 hereunto duly authorized.

Hines Real Estate Investment Trust, Inc.

August 22, 2012

By: /s/ J. Shea Morgenroth

Name: J. Shea Morgenroth

Title: Chief Accounting Officer and Treasurer

Exhibit Index

Exhibit No.	Description
99.1	2012 Shareholder Meeting Presentation

2012 Shareholder Meeting
Hines Real Estate Investment Trust, Inc.

Charles Hazen
President and CEO





Hines REIT 2012 Shareholder Meeting

- Commenced capital raising in 2004
- Raised and invested significant capital in 2006 and 2007 which represented a peak in the overall 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

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Hines REIT 2012 Shareholder Meeting

Since 2009, the Company has been keenly 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
 - Atrium on Bay, One and Two Shell Plaza, One North Wacker, Three First National Plaza, Brazil Industrial and 600 Lexington
- 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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Hines REIT 2012 Shareholder Meeting

Current Market Update

- **Economic recovery continues, but slowly**
 - GDP only up 1.8% in 2011 and 2.0% in Q1 and 1.5% in Q2 of 2012
 - 12 consecutive quarters of GDP growth
- **Unemployment is still very high**
 - Below its prior peaks but remains above 8%
 - 4.5M private sector jobs have been added to the U.S. economy since March 2010
 - 1 out of 3 jobs have been office-using
 - Offset by more than half a million cuts in public sector
- **Uncertainty in global economy causing instability in U.S. markets**
 - U.S. debt ceiling and budget concerns
 - Ongoing fiscal and debt crisis in Europe

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Hines REIT 2012 Shareholder Meeting

Current State of Real Estate Market Recovery

- **Moderate growth in office markets**
 - Office growth has been reasonably good over past two years
 - 96M SF absorbed by U.S. tenants
 - Growth is tempered as many tenants still have excess space left over from job cuts during the downturn
 - Moderate demand coupled with limited supply is beginning to put upward pressure on rents in many markets
- **Recovery varies by market**
 - Markets such as New York, Chicago, Houston and San Francisco continue to show signs of rental growth
 - Some secondary markets such as Phoenix, Sacramento and Charlotte continue to struggle

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Hines REIT 2012 Shareholder Meeting

Strategic Dispositions



**One and Two
Shell Plaza
Houston, TX**
Acquired: May 2004
for \$352 million
Sold: Aug. 2012 for
\$550 million
Effective ownership: 11%*

One North Wacker Chicago, IL

Acquired: Mar. 2008
for \$540 million
Sold 49% interest in Dec. 2011
for \$298.9 million¹
Effective ownership: 22%*



*This asset was owned indirectly through the Core Fund.

¹The Core Fund, in which Hines REIT invests, did not recognize a gain or loss on the sale due to the carrying amount of the noncontrolling interest being adjusted to reflect the change in ownership of One North Wacker.

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Hines REIT 2012 Shareholder Meeting

Strategic Dispositions



Three First National Plaza Chicago, IL

Acquired: Mar. 2005 for
\$245 million

Sold: Aug. 2011
for \$344 million

Effective ownership: 18%*

Atrium on Bay, Toronto, ON, Canada

Acquired: Feb. 2007
for \$215 million USD

Sold: Jun. 2011
for \$353 million USD

Effective ownership: 100%



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*This asset was owned indirectly through the Core Fund.



Hines REIT 2012 Shareholder Meeting

Strategic Dispositions



**600 Lexington,
New York, NY**

Acquired: Feb. 2004
for \$92 million

Sold: May 2010
for \$193 million

Effective ownership: 11.67%*

**Brazilian Industrial Parks
Araucaria, Elouveira and Vinhedo**

Acquired: Dec. 2008 for \$115 million

Sold: Jan. 2010 and Apr. 2010 for \$141 million

Effective ownership: 100%



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*This asset was owned indirectly through the Core Fund.



Hines REIT 2012 Shareholder Meeting

Portfolio Summary

- Total real estate assets of approximately \$3.0B
- Interests in 55 properties totaling over 25 million square feet
- Weighted average occupancy of 87%
- Current leverage percentage of 55% with weighted average interest rate of 5.6%
- On May 24, 2011, NAV was determined to be \$7.78.
 - New NAV will be disclosed prior to December 31, 2012.

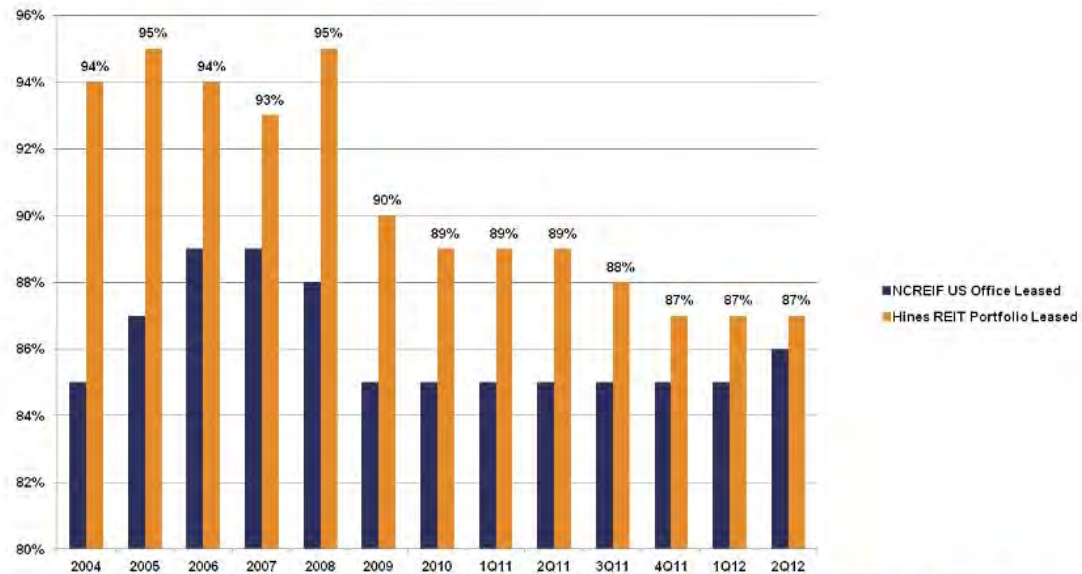
1. Data as of June 30, 2012 and based on Hines REIT's pro rata ownership.
Excludes One and Two Shell Plaza which was sold on August 9, 2012.

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Hines REIT 2012 Shareholder Meeting

Tracking Occupancy

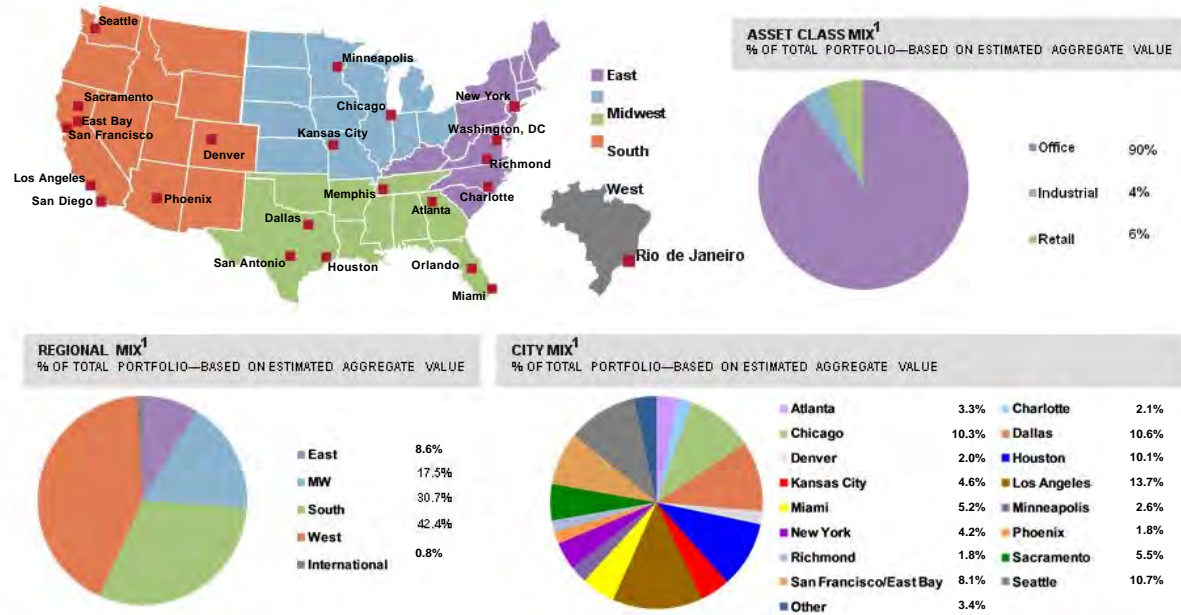


Source: NCREIF

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Hines REIT 2012 Shareholder Meeting



1. Data as of June 30, 2012 and based on Hines REIT's pro rata ownership. Excludes One and Two Shell Plaza which was sold on August 9, 2012.

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Hines REIT 2012 Shareholder Meeting

Lease Rollover and Tenant Diversification

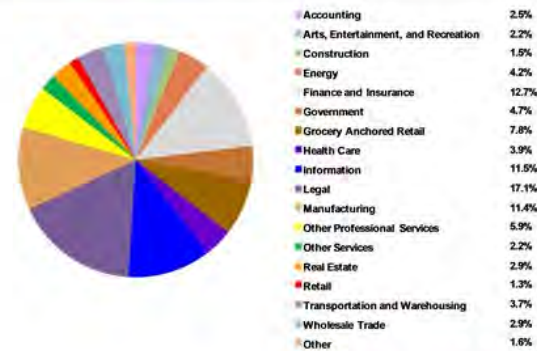
ROLLOVER¹
% OF TOTAL LEASABLE SQUARE FEET IN PORTFOLIO



TENANT CREDIT QUALITY¹
% OF TOTAL PORTFOLIO—BASED ON SQUARE FOOTAGE



TENANT INDUSTRY MIX¹
% OF TOTAL PORTFOLIO—BASED ON SQUARE FOOTAGE



1. Data as of June 30, 2012 and based on Hines REIT's pro rata ownership. Excludes One and Two Shell Plaza which was sold on August 9, 2012.



Hines REIT 2012 Shareholder Meeting

Hines REIT Portfolio



Three Huntington
Quadrangle
Long Island, NY
407,912 Square Feet
Acquired 7/07
61% leased



Airport Corporate
Center
Miami, FL
1,018,428 Square Feet
Acquired 1/06
77% leased



321 North Clark
Chicago, IL
889,744 Square Feet
Acquired 4/06
79% leased



Minneapolis Office/Flex
Portfolio
Minneapolis, MN
769,453 Square Feet
Acquired 9/07
74% leased



2555 Grand Blvd
Kansas City, MO
595,607 Square Feet
Acquired 2/08
100% leased



Williams Tower
Houston, TX
1,479,764 Square Feet
Acquired 05/08
95% leased



Citymark
Dallas, TX
218,926 Square Feet
Acquired 8/05
93% leased



JPMorgan Chase Tower
Dallas, TX
1,253,343 Square Feet
Acquired 11/07
80% leased

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Hines REIT 2012 Shareholder Meeting

Hines REIT Portfolio



4050/4055 Corporate Drive
Dallas, TX
643,429 Square Feet
Acquired 05/08
85% leased



Denver Industrial
Denver, CO
484,737 Square Feet
Acquired 12/08
88% leased (345 Inverness)
85% leased (Arapahoe)



5th & Bell
Seattle, WA
197,135 Square Feet
Acquired 6/07
99% leased



Daytona-Hart Portfolio
Redmond, WA
711,974 Square Feet
Acquired 12/06, 1/07
100% leased (Daytona)
85% leased (Laguna)



Seattle Design Center
Redmond, WA
390,684 Square Feet
Acquired 6/07
70% leased



1900/2000 Alameda
San Mateo, CA
254,145 Square Feet
Acquired 6/05
91% leased



1515 S Street
Sacramento, CA
349,740 Square Feet
Acquired 11/05
99% leased



3400 Data Drive
Sacramento, CA
149,703 Square Feet
Acquired 11/06
100% leased

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Hines REIT 2012 Shareholder Meeting

Hines REIT Portfolio



2100 Powell
Emeryville, CA
345,892 Square Feet
Acquired 12/06
100% leased



One Wilshire
Los Angeles, CA
661,553 Square Feet
Acquired 8/07
94% leased



Raytheon/DirectTV
El Segundo, CA
550,579 Square Feet
Acquired 3/08
100% leased



Weingarten Retail
Portfolio
Various locations
1,510,214 Square Feet
Acquired 11/08 - 3/09
95% leased



Distribution Park Rio
Rio de Janeiro, Brazil
690,579 Square Feet
Acquired 07/07
100% leased



Hines REIT 2012 Shareholder Meeting

Hines REIT Portfolio¹



425 Lexington Ave
New York, NY
700,034 Square Feet
Acquired 8/03
100% leased



499 Park Ave
New York, NY
296,005 Square Feet
Acquired 8/03
91% leased



1200 19th Street
Washington D.C.
337,369 Square Feet
Acquired 8/03
86% leased



Riverfront Plaza
Richmond, VA
951,616 Square Feet
Acquired 11/06
98% leased



Charlotte Plaza
Charlotte, NC
625,026 Square Feet
Acquired 6/07
77% leased



Carillon
Charlotte, NC
473,485 Square Feet
Acquired 7/07
76% leased



333 West Wacker
Chicago, IL
857,558 Square Feet
Acquired 4/06
74% leased



One North Wacker
Chicago, IL
1,373,754 Square Feet
Acquired 3/08
96% leased



One Atlantic Center
Atlanta, GA
1,100,312 Square Feet
Acquired 7/06
92% leased



Renaissance Square
Phoenix, AZ
965,508 Square Feet
Acquired 12/07
76% leased

¹As of June 30, 2012, Hines REIT owned an approximate 27.1% interest in the Hines US Core Office Fund.



Hines REIT 2012 Shareholder Meeting

Hines REIT Portfolio¹



720 Olive Way
Seattle, WA
300,710 Square Feet
Acquired 1/06
86% leased



Wells Fargo Center
Sacramento, CA
502,365 Square Feet
Acquired 05/07
93% leased



Douglas Boulevard
Sacramento, CA
884,320 Square Feet
Acquired 05/07
63% leased



The KPMG Building
San Francisco, CA
379,328 Square Feet
Acquired 9/04
97% leased



101 Second Street
San Francisco, CA
388,370 Square Feet
Acquired 9/04
97% leased



Warner Center
Los Angeles, CA
808,274 Square Feet
Acquired 10/06
91% leased



Golden Eagle Plaza
San Diego, CA
449,180 Square Feet
Acquired 8/05
78% leased

¹As of June 30, 2012, Hines REIT owned a 27.1% interest in the Hines US Core Office Fund.



Hines REIT 2012 Shareholder Meeting

Finding Success in Challenging Markets

Leasing Update:

- **Houston, TX - Williams Tower**
 - Recently achieved 95% occupancy
 - Executed a 138,000 SF renewal with Hines through 2023
 - Executed a 60,000 SF expansion with Williams Field Services Company through 2018, bringing the Williams Companies total occupancy in the project to 346,000 SF.
 - Executed 33,000 SF of expansions with Rowan Companies through 2020.
 - Executed new leases totaling approximately 66,000 SF with Cadence Bancorp through 2021, which included the retail bank space on the first floor of the building.
 - Executed a 23,000 SF expansion with Quanta Services through 2023.
 - Executed a lease renewal and expansion to 32,000 SF with Ryan and Company, a global tax services firm through 2019.
- **Miami, FL - Airport Corporate Center**
 - Executed a 199,000 SF lease renewal with Norwegian Cruise Line, the project's largest tenant, through 2023.
- **Chicago, IL - One North Wacker**
 - Executed a 278,000 SF lease renewal with PricewaterhouseCoopers through 2028.

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18



Hines REIT 2012 Shareholder Meeting

Finding Success in Challenging Markets

- **Chicago - 321 North Clark**
 - Executed a 200,000 SF lease renewal with the American Bar Association through 2024.
- **Redmond, WA - Daytona-Hart Portfolio**
 - Executed a 211,000 SF lease renewal with Microsoft through 2017.
- **Los Angeles, CA - One Wilshire**
 - Executed a 106,000 SF lease renewal with Musick, Peeler & Garrett LLP, a California-based law firm, through 2023.
- **El Segundo, CA - Raytheon/DirectTV**
 - Executed a 205,000 SF lease renewal with DirecTV through 2027.
- **Dallas, TX - 4050/4055 Corporate Drive**
 - Executed a 241,000 SF lease renewal with Kay Chemical Company, a leading global supplier of cleaning and sanitation supplies to the quick service restaurant and food retail industries, through 2018.
 - Executed a 200,000 SF lease renewal with Fleetpride Corporation, a nationwide supplier of heavy-duty truck and trailer parts, through 2019.

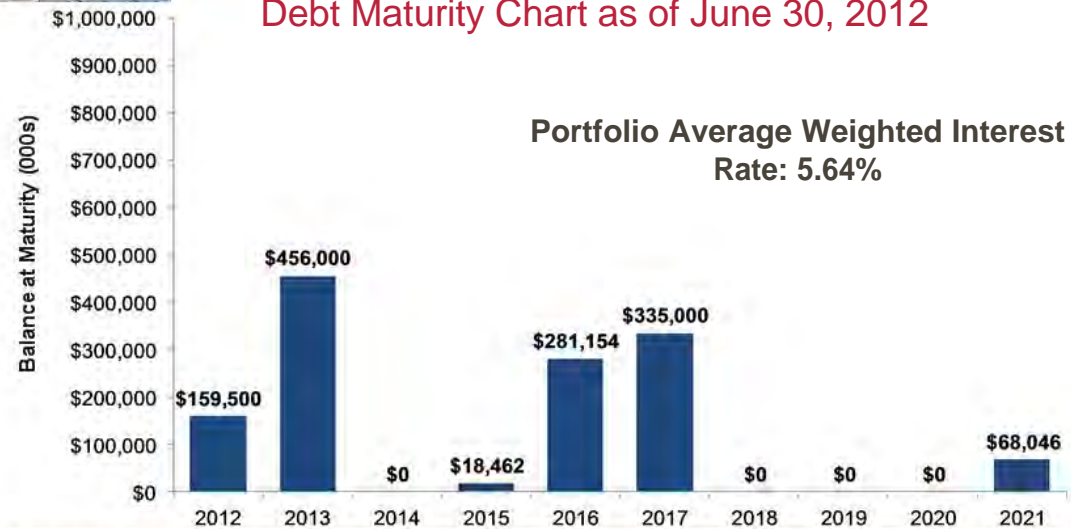
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19



Hines REIT 2012 Shareholder Meeting

Debt Maturity Chart as of June 30, 2012



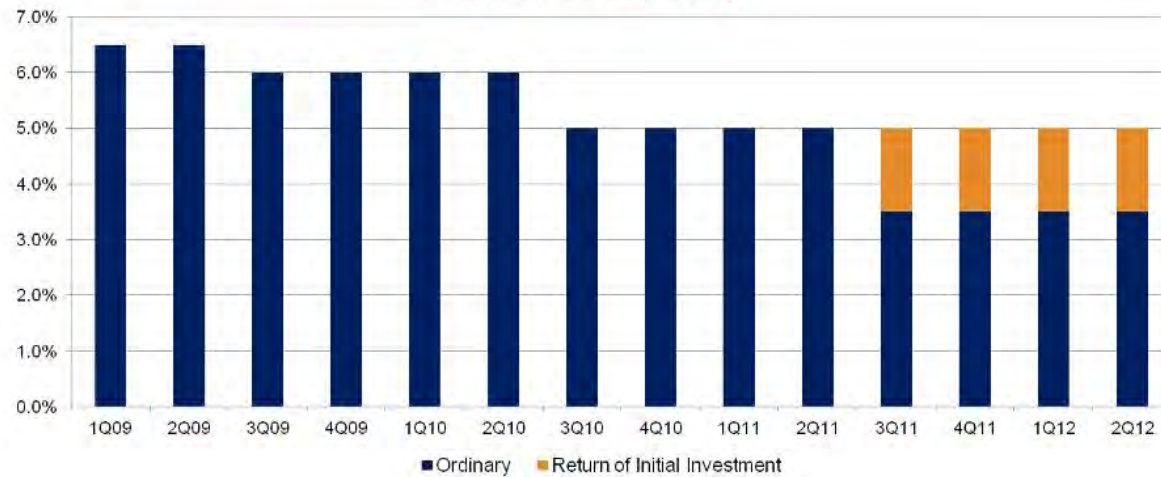
% Maturing	12%	35%	0%	1%	21%	25%	0%	0%	0%	5%
# Loans	1	5	0	2	6	7	0	0	0	1

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Hines REIT 2012 Shareholder Meeting

Distribution History*



*Annual distribution rates have been calculated based on the most recent primary offering price of \$10.08 per share. In May 2011, we announced an estimated per share value of \$7.78. The distribution rate on the \$7.78 share price is 6.5%. Rates assumes consistent distribution rate for 12-month period. Hines REIT declared distributions from July 2011 through the month of June 2012 in an amount equal to \$0.00138082 per share, per day. Of the amount described above, \$0.00041425 of the per share, per day dividend will be designated by the Company as a special distribution which will be a return of a portion of the shareholders' invested capital and, as such, will reduce their remaining investment in the Company. The special distribution represents a portion of the profits from sales of investment property. The above designations of a portion of the distribution as a special distribution will not impact the tax treatment of the distributions to our shareholders. We funded our cash distributions with cash flows from operating activities, distributions received from our unconsolidated investments, proceeds from the sales of our real estate investments and cash generated during prior periods.

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Hines REIT 2012 Shareholder Meeting

Current Priorities & Focus

- Alignment of interest
 - Hines has approximately \$118 million invested in Hines REIT
 - Hines waived 1/3 of its cash asset management fees from July 2011 through December 2012 to enhance the Company's cash flows
 - Fee waiver is projected to total over \$7.5 million

- Our near-term priorities consist of:
 - Leasing of existing assets in our portfolio
 - Strategic asset sales
 - Managing liquidity & maximizing distributions to shareholders

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22



Hines REIT 2012 Shareholder Meeting

Current Priorities & Focus

- Our long-term priorities consist of:
 - Evaluating potential exit strategies
 - Managing our debt maturities

- These priorities are designed to maximize shareholder returns over the long term and return shareholder capital

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23
