
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):

May 17, 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 7.01 Regulation FD Disclosure.

Hines Real Estate Investment Trust, Inc. (“Hines REIT”) is making its first quarter 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 First Quarter 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.

May 17, 2012

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

Exhibit Index

Exhibit No.	Description
99.1	First Quarter Presentation



Hines REIT Update

As of March 31, 2012

**Hines REIT is closed to new investors.
Hines Securities, Inc., Member FINRA/SIPC. 5/12**

Hines REIT Overview



- 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 economic downturn towards the recession, 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

Hines REIT Overview



Since 2009, the Company has been keenly focused on the following:

- Leasing: keeping our tenants in occupancy to preserve and maintain operating income
- Strategic asset sales: identifying opportunities to sell certain stabilized assets to harvest liquidity and attractive profits
- 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 overall economic recovery and recovery of the U.S. office markets

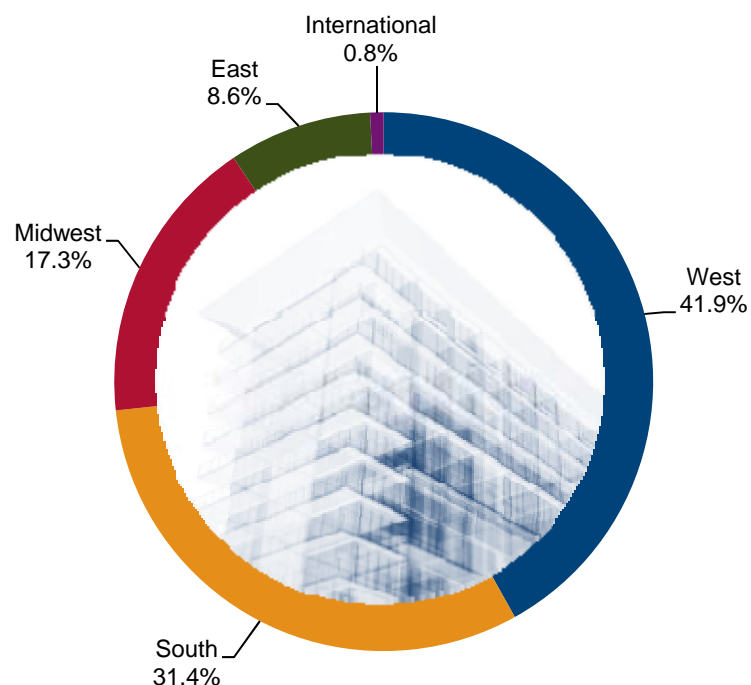
Hines REIT Overview



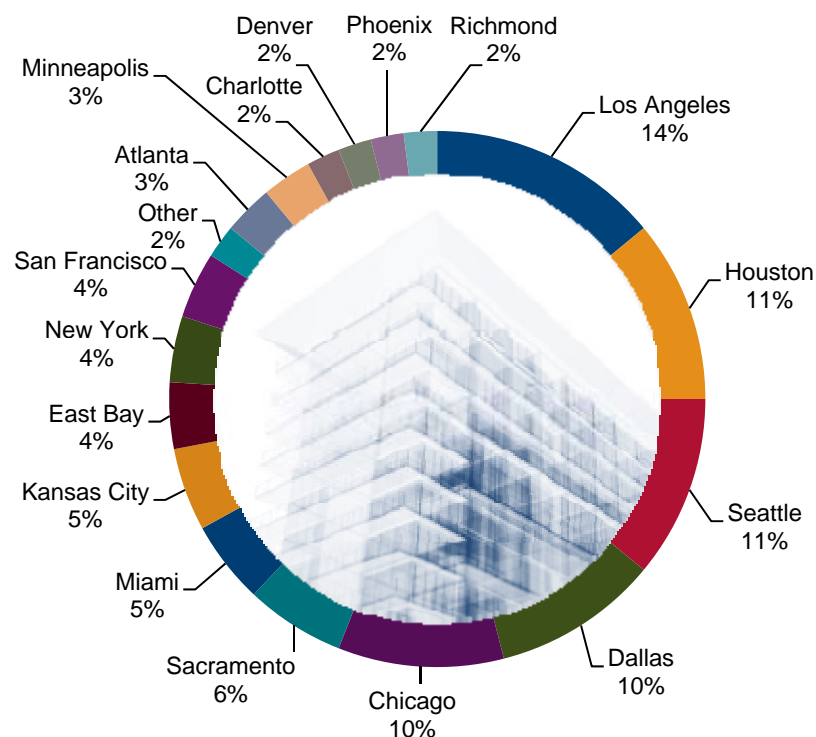
- 57 projects / 24 different geographic markets / U.S. and Brazil
- Predominately Class A office, industrial and grocery-anchored retail centers
- Over 26 million square feet / 87% leased / approximately 2% above the national average
- Latest valuation of portfolio was as of March 2011 resulting in estimated per share value of \$7.78 effective May 2011
- Significant cash on hand for near-term liquidity needs resulting in a strong balance sheet

Regional Diversification and Lease Expirations as of March 31, 2012

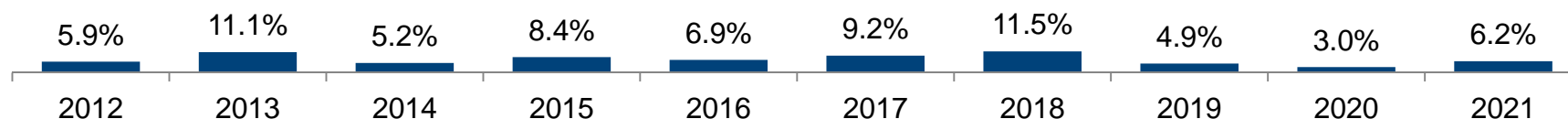
Regional Diversification¹



City Diversification¹



Lease expirations as % of total leasable square feet in the current portfolio²



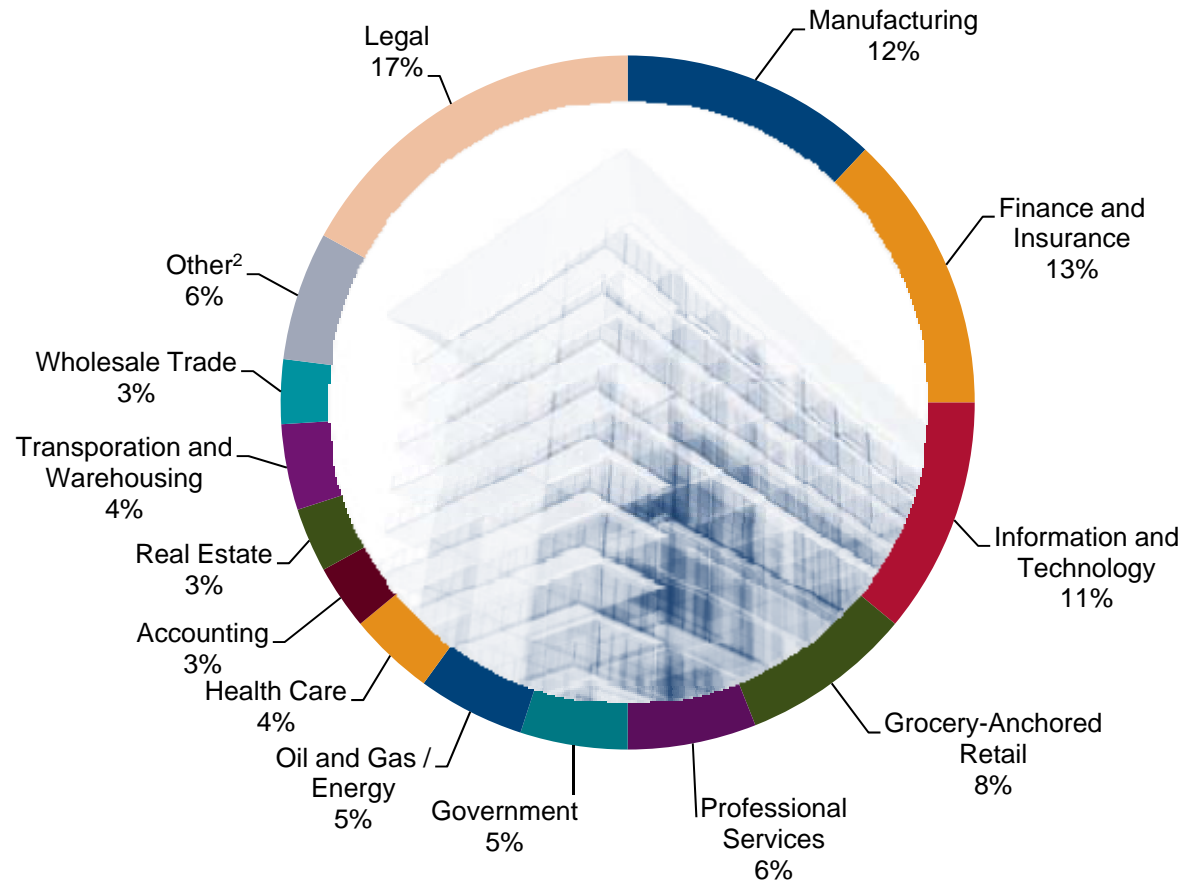
¹Data is based on Hines REIT's pro-rata share of the estimated aggregate value. ²Data is based on Hines REIT's effective ownership in each property and is compiled based on leased square feet.

Top 10 Tenants as of March 31, 2012

Top 10 Tenants ¹	
Shook, Hardy & Bacon LLP <i>International law firm</i> 2555 Grand 2024 Expiration	Honeywell International <i>Engineering services</i> Daytona-Laguna Portfolio & 345 Inverness Drive 2016, 2017 Expirations
Williams Companies <i>Integrated natural gas</i> Williams Tower 2018, 2021 Expirations	Oracle <i>Multinational technology company</i> 2100 Powell 2013 Expiration
Raytheon Company <i>Defense aerospace systems</i> Raytheon/DIRECTV Buildings 2018 Expiration	Kay Chemical <i>Private specialty cleaning</i> 4050 & 4055 Corporate Drive 2018 Expiration
State of California <i>State government</i> 1515 S. Street 2012, 2018 Expirations	Norwegian Cruise Line <i>Cruise line</i> Airport Corporate Center 2019 Expiration
Microsoft Corporation <i>Multinational software development</i> Daytona-Laguna Portfolio 2015, 2017 Expirations	Foley & Lardner <i>International law firm</i> 321 North Clark 2013, 2018 Expirations

¹Based on Hines REIT's effective ownership in each property and compiled based on leased square feet.

Tenant Industry Diversification¹ as of March 31, 2012



¹Based on Hines REIT's pro rata share of the leased square feet of each property. ²Other includes Arts/Entertainment, Other Services, Construction and Retail industries, as well as those accounting for less than 1% of the portfolio.

Hines REIT Leasing Update

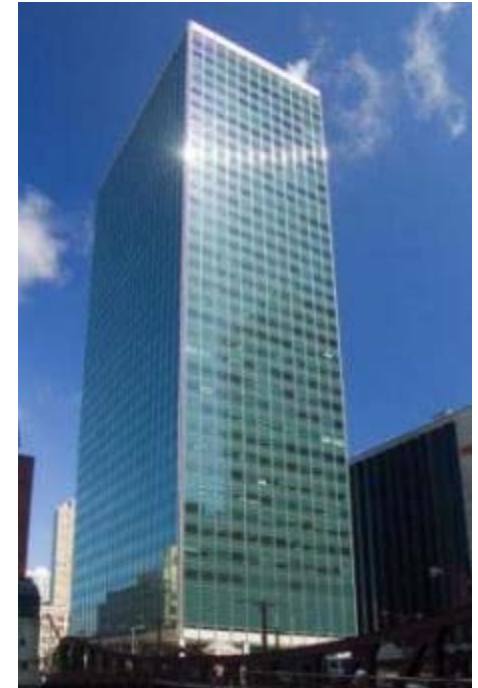
- Leasing has been a priority given the challenging economic environment which had a broad impact on U.S. and International businesses
- Many businesses adversely impacted
 - Layoff of employees
 - Reduced space needs
 - Move to lower quality / less expensive space
 - Out of Business or Bankrupt
- During 2011
 - Lease renewals for approximately 3.5 million square feet (13% of our gross square footage) to keep tenants in occupancy and extend the term of their leases
 - New leases for approximately 1.4 million square feet with new tenants moving into our assets from other competitive space

2012 Proactive Leasing Highlights



Chase Tower Dallas, TX

Cornerstone Healthcare Group
New lease 21,000 SF
through 2022



321 North Clark Chicago, IL

26,000 SF of new leases
primarily to tenants in the
legal and professional
services industries



Grocery-Anchored Retail Portfolio

Champions Women's Fitness
New lease 17,000 SF through 2022
Champions Village, Houston, TX

Kroger
Expansion 25,000 SF through 2032
Cherokee Plaza, Atlanta, GA

2012 Proactive Leasing Highlights



Shell Plaza (One and Two) Houston, TX

Shell Corporation
Expansion 50,000 SF in
addition to the 1.22 million SF
renewal and extension through
2025



KPMG Building San Francisco, CA

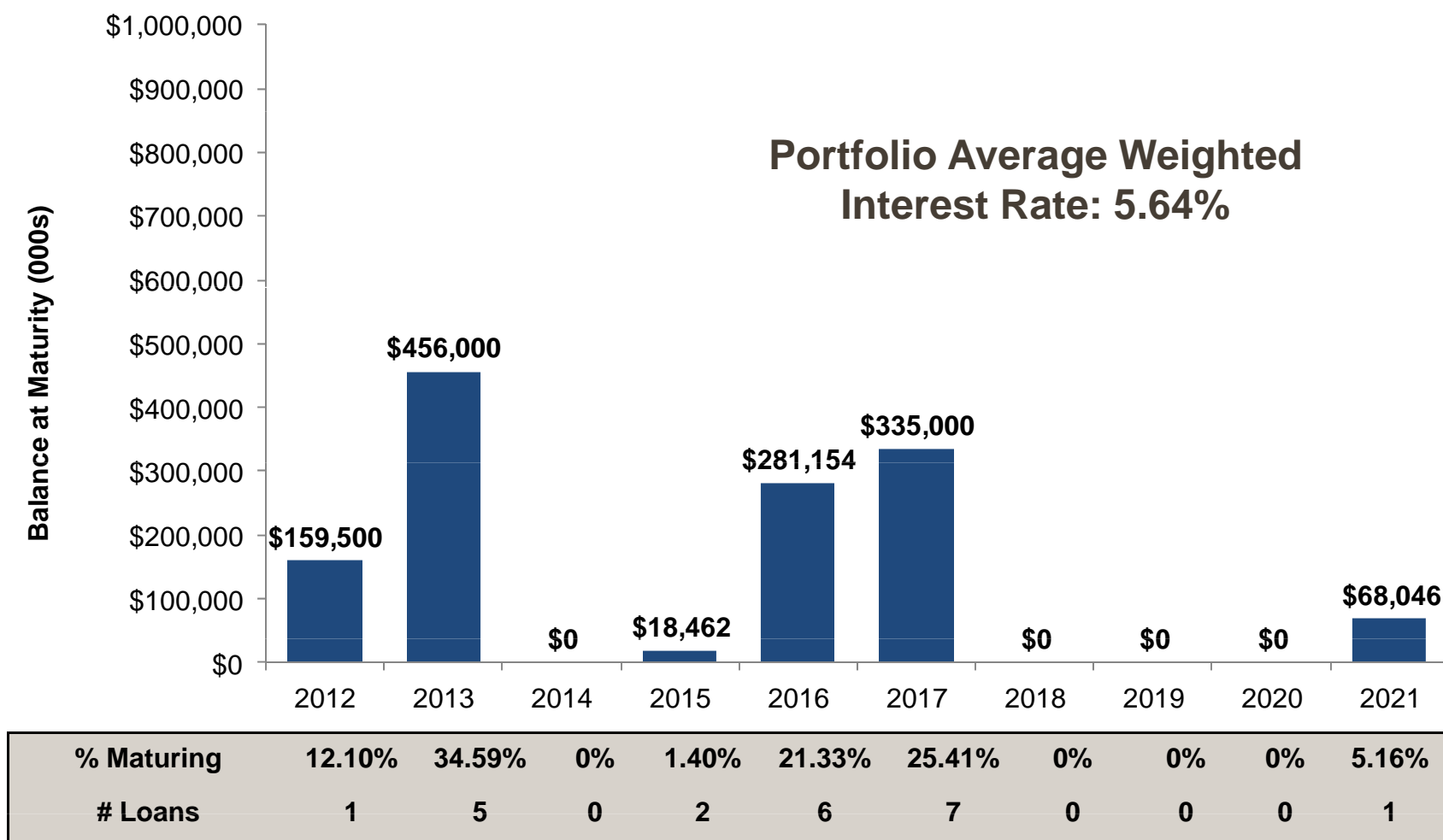
Tealeaf Technology, Inc.
New lease 28,000 SF
through 2017

Hines REIT Leverage Overview



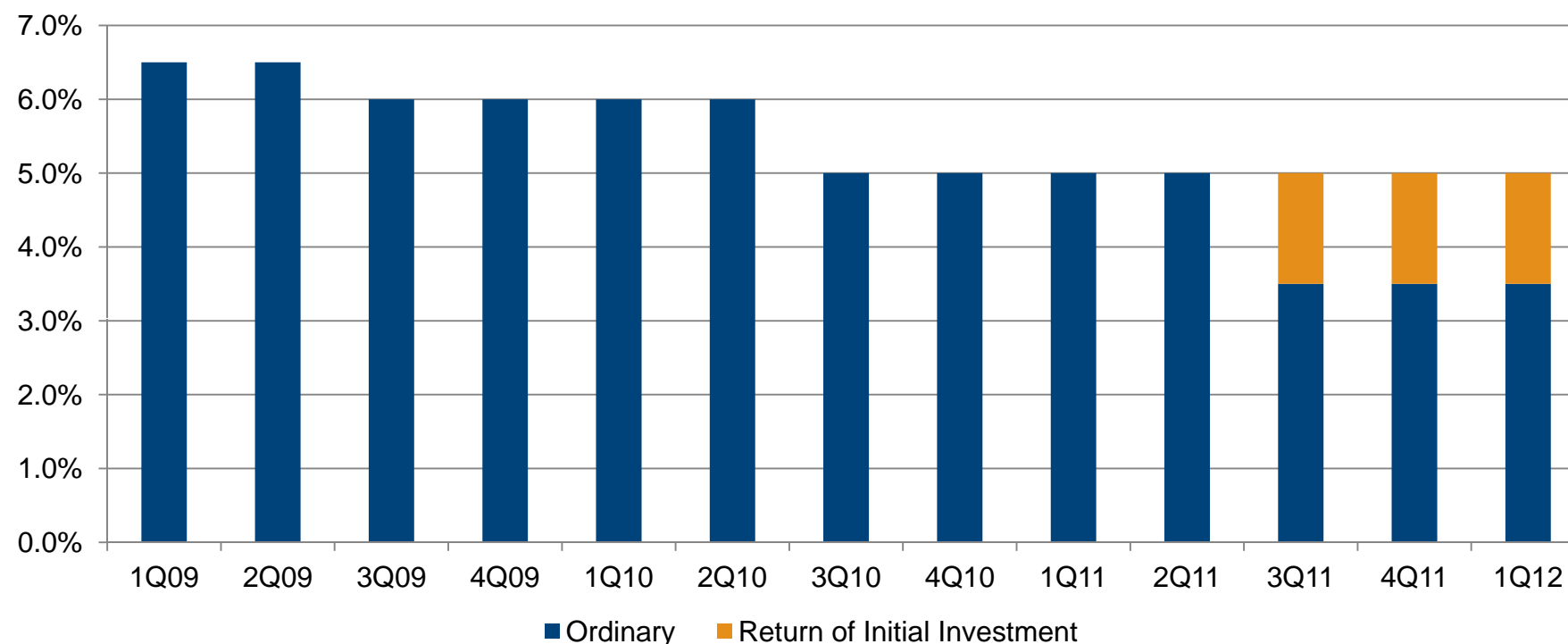
- Leverage level as of March 31, 2012 was 55%
- Consists primarily of asset level fixed rate mortgage loans and a corporate level revolving credit facility which provides \$45 million of additional liquidity
- Average weighted interest rate of approximately 5.64%
- Manageable debt maturities over the next few years

Debt Maturity Chart as of March 31, 2012



The amounts represented above are the projected loan balances at maturity assuming all required principal and interest payments are made prior to maturity.

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.

Strategic Dispositions



- Significant capital demand for high quality stabilized assets
- Certain assets in the portfolio provided Hines REIT the opportunity to capture significant gains and strengthen the Company's liquidity position

Strategic Dispositions



One North Wacker Chicago, IL

Acquired: Mar. 2008
for \$540 million
Sold 49% interest in Dec. 2011
for \$298.9 million¹
Effective ownership: 22%²

Three First National Chicago, IL³

Acquired: Mar. 2005 for
\$245 million
Sold: Aug. 2011
for \$344 million
Effective ownership: 18%²



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. ²Effective ownership as of 9/30/11, prior to the sale. ³This asset was owned indirectly through the Core Fund.

Strategic Dispositions



Atrium on Bay, Toronto, ON, Canada

Acquired: Feb. 2007
for \$215 million USD

Sold: Jun. 2011
for \$353 million USD

Effective ownership:100%



600 Lexington, New York, NY

Acquired: Feb. 2004
for \$92 million

Sold: May 2010 for
\$193 million

Effective ownership:11.67%*

*This asset was owned indirectly through the Core Fund.

Strategic Dispositions



Land Parcel Adjacent to Williams Tower Houston, TX

Acquired: May 2008

Sold: Sept. 2010 generating net proceeds of \$12 million

Effective ownership:100%



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%

Looking Forward: Hines REIT Exit Strategy

Goal: maximize investor returns

Possible exit options:

- Targeted sale of individual or groups of assets
- Sale or merger
- Listing on a national exchange

Continue identifying opportunities for strategic asset sales



Alignment of Interest



Hines' alignment of interests with investors –

- Hines has approximately \$100 million invested in Hines REIT
- Continues to earn half of its fees in equity / same as receiving cash and reinvesting back into Hines REIT
- Waived 1/3 of cash asset management fees from July 2011 through December 2012 in an effort to enhance the REIT's cash flows and distributions to shareholders
- Fee waiver is projected to total over \$7.5 million

Long-Term Priorities

Near-term priorities:

- Lease-up existing assets
- Strategic asset sales
- Manage debt maturities
- Manage liquidity
- Maximize distributions to investors

Long-term priorities:

- Evaluate exit strategies
- Maximize return of capital
- Maximize total return over the long term





Thank You



Hines | Securities