

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

- ☐ 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 17, 2014, 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 2015 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, 2014.

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	76,405,995	—	3,790,283
Charles M. Baughn	76,539,915	—	3,656,363
Lee A. Lahourcade	76,549,017	—	3,647,261
Stanley D. Levy	76,496,013	—	3,700,264
Paul B. Murphy Jr.	76,591,877	—	3,604,400

There were 49,701,789 broker non-votes cast with respect to the election 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, stockholders holding 126,701,554 shares voted in favor of the proposal, stockholders holding 1,240,780 shares voted against the proposal and stockholders holding 1,955,732 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 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 8.01 Other Events

Effective September 17, 2014, the Company’s board of directors approved the following compensation plan:

Independent directors receive an annual fee of \$40,000, and a fee of \$2,000 for each meeting of the board (or any committee thereof) attended in person. Pursuant to the Company’s Employee and Director Incentive Share Plan, in lieu of receiving his or her annual fee in cash, an independent director is entitled to receive the annual fee in the form of our common shares or a combination of common shares and cash. If a committee meeting was held on the same day as a meeting of the Company’s board of directors, each independent director will receive a fee of \$1,500 for each committee meeting attended in person on such day. Additionally, the independent directors receive a fee of \$750 for each board or committee meeting attended via teleconference.

The Company also pays the following annual retainers to the Chairpersons of the board committees:

- \$7,500 to the Chairperson of the Conflicts Committee of the board;
- \$10,000 to the Chairperson of the Audit Committee of the board;
- \$5,000 to the Chairperson of the Compensation Committee of the board; and
- \$5,000 to the Chairperson of the Nominating and Corporate Governance Committee of the board.

Under the terms of the Company's Employee and Director Incentive Share Plan, each independent director elected or reelected to the board (whether through a stockholder meeting or by directors to fill a vacancy on the board) is granted \$50,000 in restricted shares on or about the date of election or reelection. These restricted shares vest over two years if the independent director completes the term or partial term for which he or she was elected. Accordingly, each of Messrs. Lahourcade, Levy and Murphy will receive \$50,000 of restricted shares (which is equal to 7,812.5 restricted shares issued at the \$6.40 per share estimated net asset value determined by the Company's board of directors in November 2013) under our Employee and Director Incentive Share Plan in connection with his re-election to our board of directors following our annual meeting. All directors are reimbursed for reasonable out-of-pocket expenses incurred in connection with attendance at board or committee meetings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits-

99.1 2014 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, 2013 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 18, 2014

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

Exhibit Index

Exhibit No.	Description
99.1	2014 Shareholder Meeting Presentation

2014 Shareholder Meeting

Hines Real Estate Investment Trust, Inc.

Sherri Schugart
President and CEO





Hines REIT 2014 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 2014 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
 - 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
 - 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



Hines REIT 2014 Shareholder Meeting

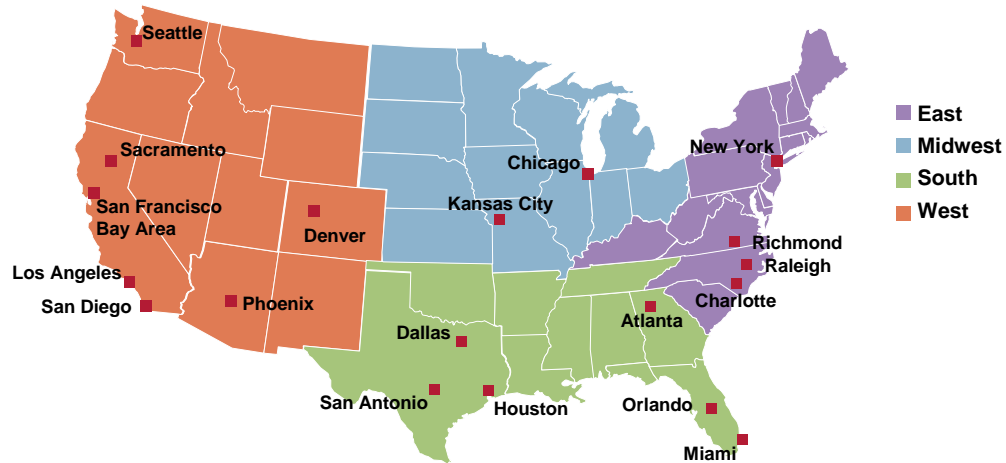
Portfolio Summary¹

- Total real estate assets of approximately \$2.7B²
- Interests in 36 properties totaling approximately 18.5 million square feet
- Weighted average occupancy of 87%
- Current leverage percentage of 48% with weighted average interest rate of 4.0%
- Distributions at an annualized rate of 4.2% on the estimated per share NAV of \$6.40³ declared through September 2014. 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

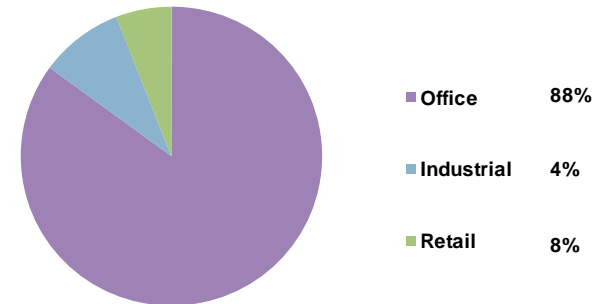
¹Data as of June 30, 2014. Owned directly or indirectly. ²This represents Hines REIT's pro-rata share of the appraised values of each investment held directly and indirectly as of September 30, 2013. The estimated value of the property acquired subsequent to December 31, 2013 was based on the net contract 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.



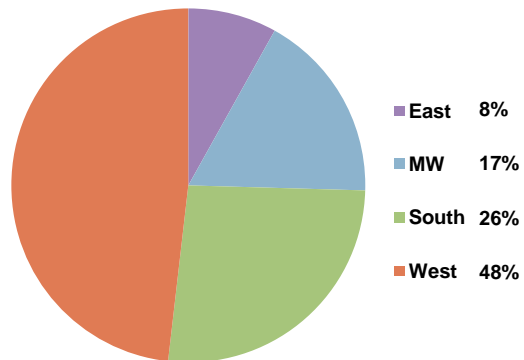
Hines REIT 2014 Shareholder Meeting



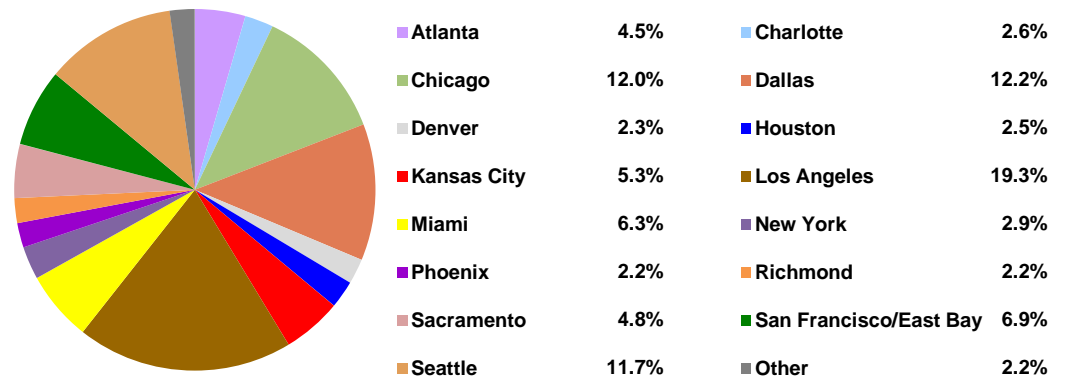
ASSET CLASS MIX¹
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED AGGREGATE VALUE



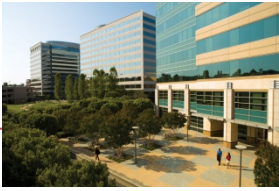
REGIONAL MIX¹
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED AGGREGATE VALUE



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



1. Data as of June 30, 2014 and based on Hines REIT's pro-rata share of the estimated aggregate value.



Hines REIT 2014 Shareholder Meeting

Strategic Dispositions



101 Second Street San Francisco, CA

- Acquired: Sept. 2004 for \$157.0 million
- Sold: Jan. 2014 for \$297.5 million¹



The KPMG Building San Francisco, CA

- Acquired: Sept. 2004 for \$148.0 million
- Sold: May 2014 for \$274.0 million¹



720 Olive Way Seattle, WA

- Acquired: Jan. 2006 for \$83.7 million
- Sold: June 2014 for \$101.0 million²



Minneapolis Office/Flex Portfolio Minneapolis, MN

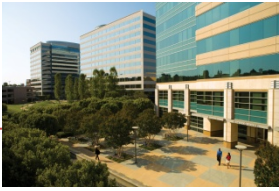
- Acquired: Sept. 2007 for \$87.0 million
- Sold: May 2014 for \$75.5 million



Airport Corporate Center Miami, FL

- Acquired: Jan. 2006 for \$156.8 million
- Expected Sale: Oct. 2014 for \$132.3 million³

¹As a result of its investment in the Core Fund, Hines REIT had a 24% indirect interest in these properties at the time of the sale. ²As a result of its investment in the Core Fund, Hines REIT had a 19% indirect interest in this property at the time of the sale. ³There is no guarantee that this pending transaction will close.



Hines REIT 2014 Shareholder Meeting

Strategic Asset Acquisition



Howard Hughes Center Los Angeles, CA

- Acquired: January 15, 2014 for \$510.7 million
- Five, Class-A office buildings with 1.3 million rentable square feet
- 93 tenants including Pepperdine University, Sony Corporation and Qantas Airways
- Acquisition helps bolster the portfolio's inventory of high-quality, core office properties
 - Located in a desirable West Coast gateway city
 - Another step in repositioning the portfolio for a successful future disposition



Hines REIT 2014 Shareholder Meeting

Management Focus and Priorities

- Our near-term priorities consist of:
 - Leasing existing assets in our portfolio
 - Managing liquidity & maximizing distributions to shareholders
 - Strategic asset sales and seeking high-quality reinvestment opportunities for repositioning the portfolio
 - Evaluating and preparing for potential exit strategies most likely in the 2015-2017 timeframe
- These priorities are designed to maximize shareholder returns over the long term
- Alignment of interest – Hines is the largest investor with approximately \$140 million of equity and reinvested fees invested in Hines REIT



Hines REIT 2014 Shareholder Meeting

Important Information About the Estimated Per Share NAV

There is no public market for Hines REIT's common shares, and Hines REIT does not expect one to develop. Hines REIT currently has no plans to list its common shares on a national securities exchange or over-the-counter market, or to include the shares for quotation on any national securities market. Additionally, Hines REIT's charter contains restrictions on the ownership and transfer of its common shares, and these restrictions may inhibit the ability of Hines REIT's shareholders to sell their shares. Hines REIT has a share redemption program, but it is limited in terms of the amount of shares that may be redeemed and the current redemption price is \$5.45 per share, unless the redemption is requested in connection with the death or disability (as defined in the Internal Revenue Code of 1986, as amended) of a shareholder, in which case the redemption price is \$6.40 per share. Hines REIT's board of directors may further limit, suspend or terminate the share redemption program in its sole discretion. Accordingly, it may be difficult for shareholders to sell their shares promptly or at all. If shareholders are able to sell their shares, they may only be able to sell them at a substantial discount from the price they paid and at a substantial discount from the estimated per share NAV. In addition, this presentation does not account for the expenses that Hines REIT would incur in connection with a liquidation of its assets or the execution of another exit strategy, which likely would cause the amount shareholders would receive in connection with such transaction to be lower than the estimated per share NAV.