

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):

September 15, 2016

**Hines Global REIT II, Inc.**

(Exact name of registrant as specified in its charter)

Commission file number: 000-55599

Maryland

(State or other jurisdiction of incorporation  
or organization)

80-0947092

(I.R.S. Employer Identification No.)

2800 Post Oak Boulevard

Suite 5000

Houston, Texas

(Address of principal executive offices)

77056-6118

(Zip code)

(888) 220-6121

(Registrant's telephone number, including area code)

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 September 15, 2016, Hines Global REIT II, 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 one year term ending on the date of 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 the earlier of his 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 five 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	4,922,724	—	109,350
Charles M. Baughn	4,923,791	—	108,283
Humberto “Burt” Cabañas	4,911,300	—	120,774
Dougal A. Cameron	4,924,221	—	107,853
John O. Niemann, Jr.	4,925,224	—	106,850

There were 4,501,277 broker non-votes 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 as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016, stockholders holding 9,402,629 shares voted in favor of the proposal, stockholders holding 54,293 shares voted against the proposal and stockholders holding 76,429 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 company’s annual meeting of stockholders. The Company is making such 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 but not limited to intentions, beliefs, expectations or projections relating to items such as the timing of payment of distributions and the Company's strategic priorities are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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, as updated by the Company's other filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on any forward-looking statements.

## **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 II, INC.

September 15, 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 II, Inc.

Sherri Schugart  
President and CEO





# Hines Global REIT II 2016 Shareholder Meeting

## Company Overview

- The offering commenced in August 2014
  - Hines contributed \$2 million on September 26, 2014 to break escrow
  - \$206.2 million of gross offering proceeds raised<sup>1</sup>
  - The Advisor agreed to subsidize a portion of the Dealer Manager Fee equal to 1.5% of gross offering proceeds in August 2016
- Investment Strategy & Objectives
  - Invest in a 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 liquidity event

Hines Interests Limited Partnership (“Hines”) is the sponsor of Hines Global REIT II, Inc. (“Hines Global REIT II”). Hines Global REIT II Advisors LP (the “Advisor”) is the external advisor to Hines Global REIT II.

<sup>1</sup>As of September 13, 2016.

**Hines**





# Hines Global REIT II 2016 Shareholder Meeting

## Company Overview

- Portfolio Summary<sup>1</sup>
  - 5 properties totaling 1,956,331 square feet
  - Estimated aggregate value of \$393.6 million<sup>2</sup>
  - 98% occupied
- Leverage of 50% loan-to-value with weighted average interest rate of 2.24%<sup>1</sup>
- \$75 million line of credit from Hines has allowed for early acquisitions

<sup>1</sup> Data as of June 30, 2016, but includes Cottonwood Corporate Center and Goodyear Crossing II, which were acquired subsequent to June 30, 2016.

<sup>2</sup> The estimated aggregate value of the properties was based on appraised values as of February 29, 2016 or net purchase prices for properties acquired subsequent to February 2016.



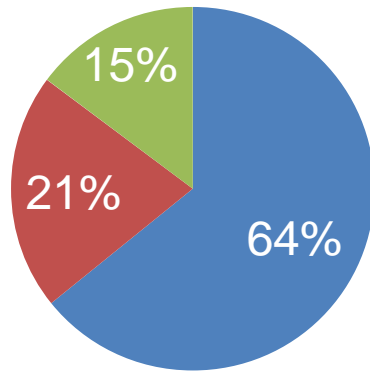


# Hines Global REIT II 2016 Shareholder Meeting

## Portfolio Overview

### INVESTMENT TYPE<sup>1,2</sup>

% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



■ Office      ■ Industrial  
■ Multi-family

### GEOGRAPHIC LOCATION<sup>1</sup>



<sup>1</sup> Data as of June 30, 2016, but includes Cottonwood Corporate Center and Goodyear Crossing II, which were acquired subsequent to June 30, 2016.

<sup>2</sup> The estimated aggregate value of the properties was based on appraised values as of February 29, 2016 or net purchase prices for properties acquired subsequent to February 2016.



# Hines Global REIT II 2016 Shareholder Meeting

## Distribution Rates

- Current distribution rate<sup>1</sup>
  - Approximate 5.84% annualized rate on \$9.96 Class A share price<sup>2</sup>
  - Approximate 5.19% annualized rate on \$9.41 Class T share price<sup>2</sup>
  - Advisor has agreed to waive asset management fees to the extent distributions exceed MFFO for each quarter from Q4 2014 through Q3 2016.
  - The Advisor has waived \$1.3 million out of \$1.6 million in asset management fees payable to it from inception through June 30, 2016

<sup>1</sup>Hines Global REIT II has not generated sufficient cash flows from operations to fully fund distributions paid and distributions have exceeded earnings. Therefore, some or all of our distributions have been and may continue to be paid from other sources, such as proceeds from our debt financings, proceeds from this offering, cash advances by our Advisor, cash resulting from a waiver or deferral of fees and/or proceeds from the sale of assets. For the six months ended June 30, 2016 and the years ended December 31, 2015 and 2014, respectively, we funded 44%, 23% and 100% of total distributions with cash flows from financing activities, which includes offering proceeds. Commencing with the quarter ended December 31, 2014, our Advisor has agreed to waive the asset management fees for each quarter through September 30, 2016, in order to more closely align the amount of distributions paid with Hines Global REIT II's operations. Hines Global REIT II has not placed a cap on the amount of distributions that may be paid from any of these sources. The use of sources other than cash flow from operations to fund distributions could lower returns. The availability and timing of distributions Hines Global REIT II may pay is uncertain and cannot be assured. The Hines Global REIT II board of directors may also amend or terminate the distribution reinvestment plan for any reason upon 10 days' prior notice.

<sup>2</sup>For Class A Shares, 5.84% annualized distribution rate is based on the \$9.96 per share offering price and assumes the daily distribution rate (\$0.001594766 per share, per day) declared since May 2016 is maintained for one year. For Class T Shares, 5.19% annualized distribution rate is based on the \$9.411 per share offering price (rounded to \$9.41 per share above) and assumes the daily distribution rate declared since May 2016 is maintained for one year. Distributions for Class T Shares will be calculated based on stockholders of record each day in an amount equal to \$0.001594766 per share, per day less the distribution and stockholder servicing fees that are payable with respect to such Class T Shares (as calculated on a daily basis). The actual distribution rate for Class T Shares will vary based on the total amount of distribution and stockholder servicing fees payable.



# Hines Global REIT II 2016 Shareholder Meeting

## Property Information – Carlsbad, CA

### 2819 Loker Avenue East

- 161,310 sq. ft. Class A industrial building
- 100% leased to Acushnet as of June 30, 2016
  - Parent company of golf brands including Titleist and FootJoy
- \$25.4 million net purchase price
- Acquisition date: Dec. 17, 2014
- Cap rate at acquisition date: 6.5%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenant will perform under its lease agreement during the next 12 months.



# Hines Global REIT II 2016 Shareholder Meeting

## Property Information – Dublin, Ireland

### Bishop's Square

- 153,569 sq. ft. Class A office building
- 100% leased as of June 30, 2016
  - 59% leased to Irish Government
- \$103.2 million net purchase price
- Acquisition date: March 3, 2015
- Cap rate at acquisition date: 6.1%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenants will perform under their lease agreements during the next 12 months.





# Hines Global REIT II 2016 Shareholder Meeting

## Recent Acquisition – Henderson, NV

### Domain Apartments

- 308 units; 331,038 sq. ft.
- 98% leased as of June 30, 2016
- Acquisition date: January 29, 2016
- \$58.1 million net purchase price
- Cap rate at acquisition date: 5.5%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenants will perform under their lease agreements during the next 12 months and assumptions related to leasing vacant space.



# Hines Global REIT II 2016 Shareholder Meeting

## Recent Acquisition – Cottonwood Heights, UT

### Cottonwood Corporate Center

- 490,030 sq. ft. Class A office project
- 93% leased as of July 5, 2016
  - Major tenants: Western Digital and Extra Space Storage
- Acquisition date: July 5, 2016
- \$139.2 net million purchase price
- Cap rate at acquisition date: 6.9%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenants will perform under their lease agreements during the next 12 months.

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# Hines Global REIT II 2016 Shareholder Meeting

## Recent Acquisition – Goodyear, AZ

### Goodyear Crossing II

- 820,384 sq. ft. Class A industrial warehouse
- 100% leased to Amazon.com as of August 18, 2016
- Acquisition date: August 18, 2016
- \$56.2 million net purchase price
- Cap rate at acquisition date: 8.5%\*



\*The estimated going-in capitalization rate is determined by dividing the projected property revenues in excess of expenses for the first fiscal year by the net purchase price (excluding closing costs and taxes). Property revenues in excess of expenses includes all projected operating revenues (rental income, tenant reimbursements, parking and any other property-related income) less all projected operating expenses (property operating and maintenance expenses, property taxes, insurance and property management fees). The projected property revenues in excess of expenses includes assumptions which may not be indicative of the actual future performance of the property, including the assumption that the current tenant will perform under its lease agreement during the next 12 months.

**Hines**



# Hines Global REIT II 2016 Shareholder Meeting

## Looking Forward

- Continue to raise capital and invest in the U.S. and internationally in attractive real estate opportunities
- Proactively manage assets to maintain occupancy and maximize value



Bishop's Square  
Dublin, Ireland



# Hines Global REIT II 2016 Shareholder Meeting

Statements in this presentation, including but not limited to intentions, beliefs, expectations or projections relating to distributions, occupancy levels at Hines Global REIT II's properties, a liquidity event, and Hines Global REIT II's investment strategies and objectives, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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 risk that Hines Global REIT II is unable to maintain the current level of distributions, the risk that Hines Global REIT II is unable to attract new tenants or existing tenants vacate or fail to renew their leases, the risk that Hines Global REIT II is unable to identify an exit strategy and other risks described in the "Risk Factors" section of Hines Global REIT II's Annual Report on Form 10-K for the year ended December 31, 2015, as amended and supplemented by Hines Global REIT II's other filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on any forward-looking statements included in this presentation.