

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 5, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective September 5, 2017, with the approval of its board of directors (the “Board”), Hines Global REIT, Inc. (the “Company”) amended its bylaws in order to amend Section 5.9. Section 5.9 of the Company’s bylaws describes the duties and powers of the Company’s Secretary, and as amended, provides that in the absence or disability of the Secretary, the Assistant Secretary, if any, or if there is more than one, the Assistant Secretaries, will perform the duties and exercise the powers of the Secretary and will perform such other duties and have such other powers as the Board may from time to time prescribe.

No other provisions of the bylaws were revised. The amendment to the bylaws is attached to this Current Report on Form 8-K as Exhibit 3.1.

### Item 5.07 Submission of Matters to a Vote of Security Holders

On September 5, 2017, 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 2018 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, 2017.

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	70,753,355	—	1,891,100
Colin P. Shepherd	70,700,001	—	1,944,454
Charles M. Baughn	70,684,002	—	1,960,453
Jack L. Farley	70,783,626	—	1,860,829
Thomas L. Mitchell	70,651,464	—	1,992,991
John S. Moody	70,584,116	—	2,060,339
Peter Shaper	70,663,047	—	1,981,408

There were 84,431,278 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 154,583,016 shares voted in favor of the proposal, stockholders holding 675,960 shares voted against the proposal and stockholders holding 1,816,757 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, or the Exchange Act, regardless of any general incorporation language in any such filing.

## **Item 9.01 Financial Statements and Exhibits.**

### **(d) Exhibits-**

3.1 Amendment No. 2 to Bylaws of Hines Global REIT, Inc.

99.1 2017 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, 2016 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.

September 7, 2017

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

## Exhibit Index

Exhibit No.	Description
3.1	Amendment No. 2 to Bylaws of Hines Global REIT, Inc.
99.1	2017 Shareholder Meeting Presentation

**Hines Global REIT, Inc.****AMENDMENT NO. 2 TO BYLAWS**

Section 5.9 of the Bylaws is hereby deleted in its entirety and replaced with the following:

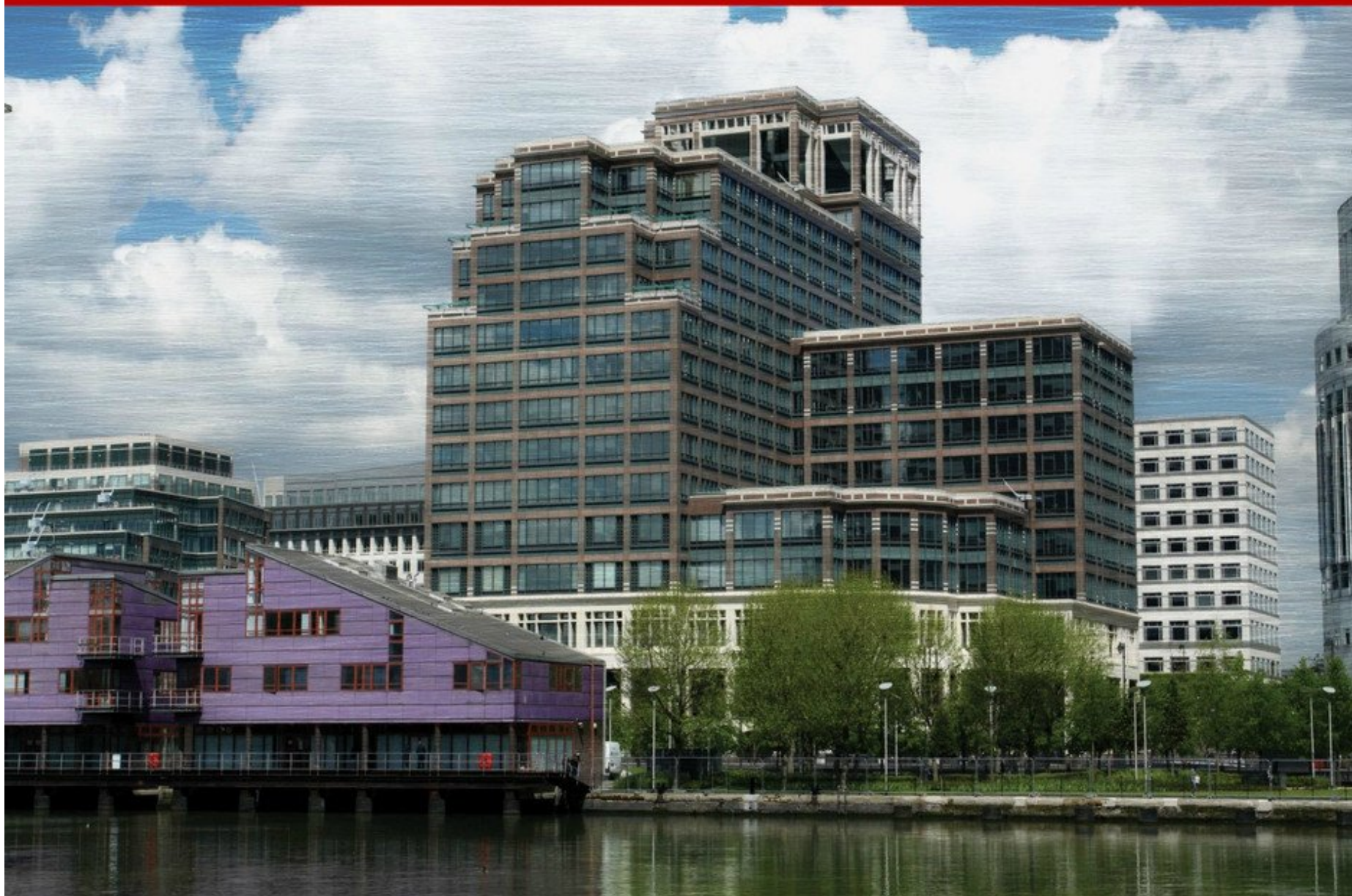
Section 5.9. Secretary; Assistant Secretary.

The Secretary shall (a) keep the minutes of the proceedings of the stockholders, the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; (e) have general charge of the share transfer books of the Corporation; and (f) in general perform such other duties as from time to time may be assigned to him or her by the Chief Executive Officer, the President or the Board of Directors.

The Assistant Secretary, if any, or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

2017 Shareholder Meeting  
Hines Global REIT, Inc.

Sherri Schugart  
President and CEO







## Hines Global REIT 2017 Shareholder Meeting

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### Company Overview

- We raised \$2.6 billion in aggregate proceeds from two public offerings, excluding the DRP offerings, from 2009 through 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 Global REIT 2017 Shareholder Meeting

## Portfolio Overview (as of June 30, 2017)<sup>2</sup>

- Our current portfolio consists of:
  - Interests in 37 real estate projects
  - Office, Retail, Industrial, and Multifamily
  - Estimated aggregate value of approximately \$4.6 billion<sup>1,2</sup>
  - 15.2 million square feet of leasable space
  - 93% leased
- Moderate leverage of 40% with weighted average interest rate of 2.6%, down from 42% as of 12/31/16
- Current distribution rate maintained through September 2017<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 two projects.

2. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2016, less amounts related to properties sold through June 30, 2017, and less Mercedes Benz Bank which was sold on July 3, 2017. Values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of June 30, 2017. The estimated aggregate value of the portfolio does not necessarily reflect the current aggregate value of Hines Global REIT's Investments.

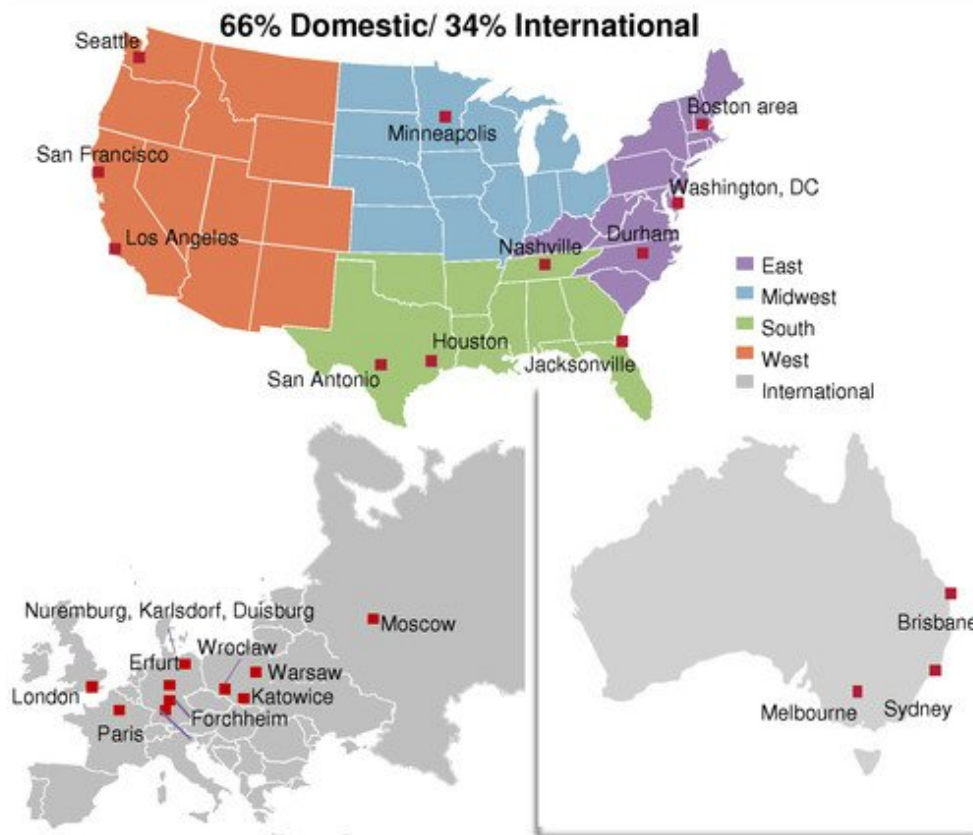
3. The distribution rate has been \$0.0017808 per share, per day since January 2014. It represents a 6.48% annualized rate based on the estimated per share net asset value (NAV) of \$10.03 as of December 31, 2016. Annualized rates assume that the distribution rate is maintained for a 12-month period. 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.



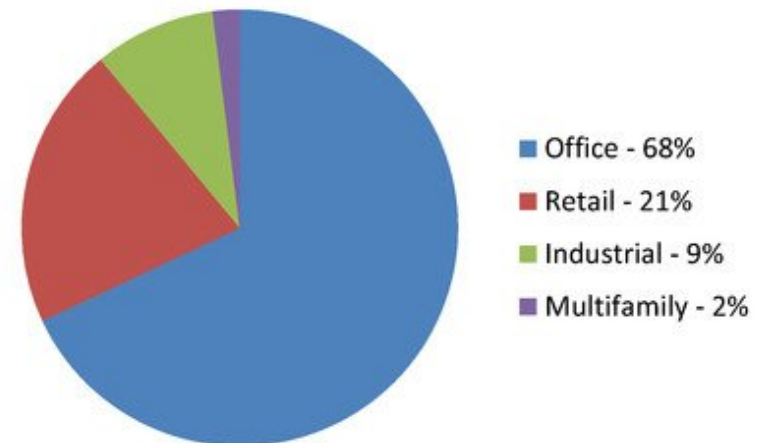
# Hines Global REIT 2017 Shareholder Meeting

## Diversification (as of June 30, 2017)

**GEOGRAPHIC REGIONS<sup>1</sup>**  
BASED ON ESTIMATED VALUES



**PRODUCT TYPE<sup>1</sup>**  
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



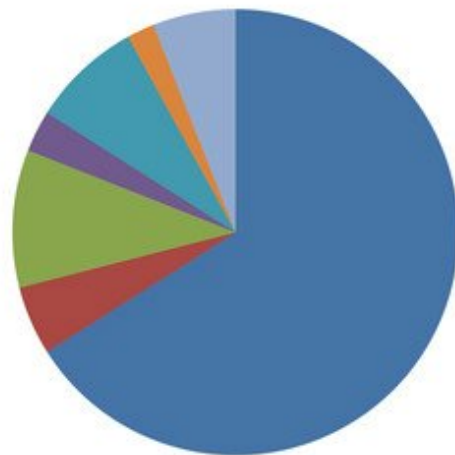
1. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2016, less amounts related to properties sold during 2017, including the Mercedes Benz Bank Building, which was sold on July 3, 2017. Values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of June 30, 2017.



# Hines Global REIT 2017 Shareholder Meeting

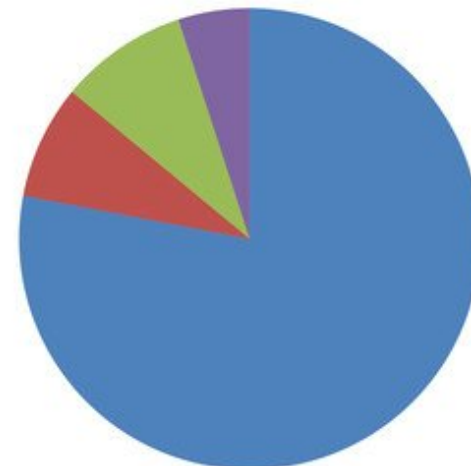
## Diversification (as of June 30, 2017)

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



■ U.S. - 66%      ■ Germany - 5%  
 ■ U.K. - 10%     ■ France - 3%  
 ■ Australia - 8%   ■ Russia - 2%  
 ■ Poland - 6%

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



■ USD - 78%   ■ EUR - 8%  
 ■ GBP - 9%   ■ AUD - 5%

1. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2016, less amounts related to properties sold during 2017, including the Mercedes Benz Bank Building, which was sold on July 3, 2017. Values of Hines Global REIT's real estate-related debt investments were based on the amounts outstanding under each loan as of June 30, 2017.

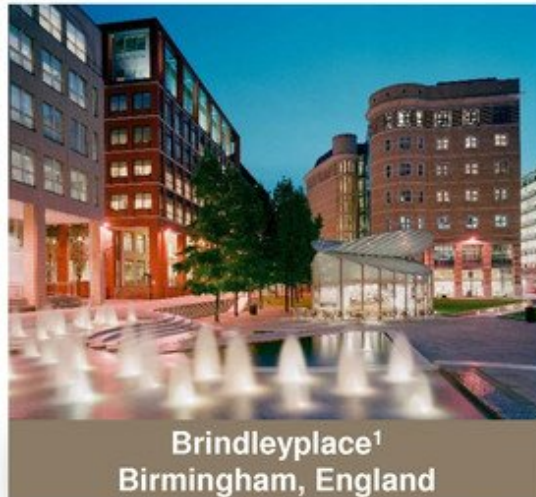
2. Calculated using Hines Global REIT's pro-rata share of the total portfolio based on net equity invested. Net equity invested is defined as the estimated value (as described above) less debt incurred.





## Hines Global REIT 2017 Shareholder Meeting

### Strategic Asset Sales During 2017



- Acquired in July 2010 for £186.2 million
- Sold in February 2017 for £260.0 million



- Development project, opened April 2015; development cost \$62.0 million
- Sold in June 2017 for \$100.0 million

1. Owned through a joint venture between Hines Global REIT and a third party; Hines Global REIT had a 60% interest in the joint venture.

2. Owned through a joint venture between Hines Global REIT and Hines Interests Limited Partnership; Hines Global REIT had an 83% interest in the joint venture.



## Hines Global REIT 2017 Shareholder Meeting

### Strategic Asset Sales During 2017



- Acquired in October 2010 for \$31.2 million
- Sold in June 2017 for \$41.1 million

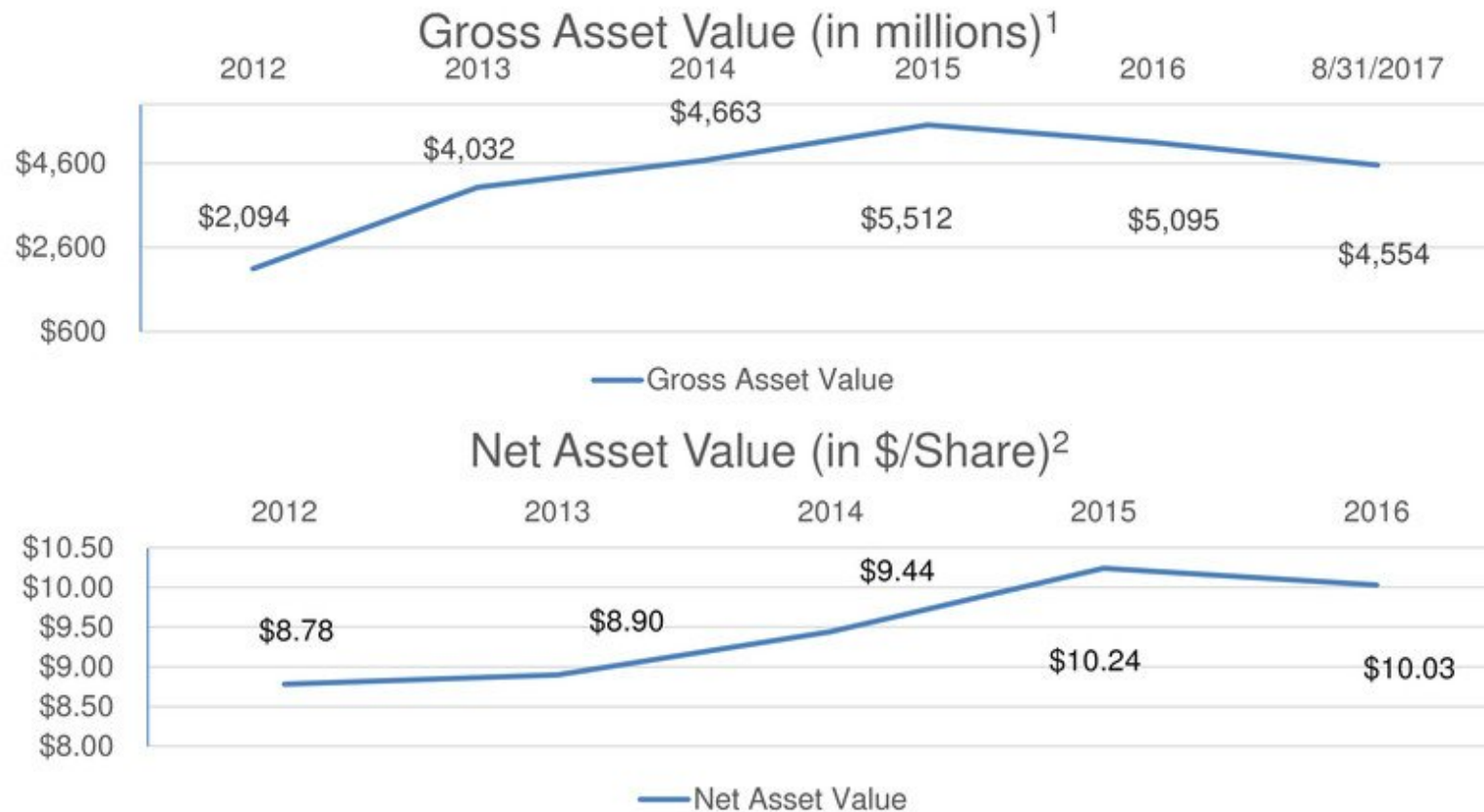


- Acquired in February 2013 for €51.9 million
- Sold in July 2017 for €117.0 million



# Hines Global REIT 2017 Shareholder Meeting

## Asset Value by Year



1. Gross asset value is the appraised value of Hines Global REIT's real property investments as of December 31<sup>st</sup> for 2012- 2016. Value as of August 31, 2017 includes the effect of properties sold in 2017. It is not intended to represent the current appraised value of Hines Global REIT's real property investments.
2. Net asset value as of December 31<sup>st</sup> of each year, as determined by Hines Global REIT's board of directors.

**Hines**





## Hines Global REIT 2017 Shareholder Meeting

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### Changes in NAV from 2015 to 2016

The primary drivers of the change in the estimated per share NAV value from \$10.24 in December 2015 to \$10.03 in December 2016 are as follows:

- \$0.33 per share net increase in the aggregate value of the Company's real estate investments including properties sold during the year, which represents a 2.5% net increase in value;
- \$0.30 per share reduction resulting from the effect of devaluation of the Euro, Australian dollar and British pound against the U.S. dollar. This reduction was primarily due to the British pound weakening against the U.S. dollar by 17% during the year; and
- \$0.19 per share reduction resulting from capital expenditures primarily related to leasing capital at the Company's properties.

It is currently anticipated that the estimated per share NAV will next be determined as of 12/31/17 and announced in early 2018.

**Hines**



## Hines Global REIT 2017 Shareholder Meeting

### Looking Forward

- Proactively manage assets to maintain occupancy and maximize value
- Strategically dispose of certain assets
- Evaluate strategic alternatives to provide liquidity to shareholders





# Hines Global REIT 2017 Shareholder Meeting

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## ■ Forward-Looking Statements

- This presentation contains forward-looking statements (including, without limitation, statements concerning Hines Global REIT's future plans and the timing of the next determination of the estimated per share NAV) that are based on Hines Global REIT's current expectations, plans, estimates, assumptions, and beliefs that involve numerous risks and uncertainties, including, without limitation, the future operating performance of Hines Global REIT's investments and those risks set forth in the "Risk Factors" section of Hines Global REIT's Annual Report on Form 10-K for the year ended December 31, 2016, as amended or supplemented by Hines Global REIT's other filings with the Securities and Exchange Commission. Although these forward-looking statements reflect management's belief as to future events, actual events or Hines Global REIT's investments and results of operations could differ materially from those expressed or implied in these forward-looking statements. To the extent that Hines Global REIT's assumptions differ from actual results, Hines Global REIT's ability to meet such forward-looking statements may be significantly hindered. Stockholders are cautioned not to place undue reliance on any forward-looking statements.