

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):

July 17, 2018

Hines Global REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

000-53964

(Commission File Number)

26-3999995

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

2800 Post Oak Blvd, Suite 5000, Houston, Texas

(Address of principal executive offices)

77056-6118

(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))

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 5.07 Submission of Matters to a Vote of Security Holders

On July 17, 2018, Hines Global REIT, Inc. (referred to herein as the “Company”) held its annual meeting of stockholders. At the annual meeting, the proposals described below were submitted to a vote of the holders of the Company’s common stock, each of which is described in detail in the definitive proxy statement filed by the Company with the Securities and Exchange Commission on May 10, 2018. A quorum was present for the annual meeting, and a summary of the voting results for each proposal is as follows:

Proposal 1: To approve the Company's proposed plan of liquidation and dissolution (the "Plan") pursuant to which the Company will sell all or substantially all of the Company’s assets and be dissolved.

For	Against	Abstained from Voting
138,693,855	4,664,992	5,524,200

Proposal 1 was approved by the Company’s stockholders, as the number of votes in favor of Proposal 1 constituted the affirmative vote of the holders of a majority of the Company’s outstanding shares of common stock as of the record date for the annual meeting.

Proposal 2: To approve the adjournment of the annual meeting to a later date, if necessary, to solicit additional proxies in the event that there are insufficient shares represented in person or by proxy voting in favor of the approval of Proposal 1.

For	Against	Abstained from Voting
139,488,217	4,027,531	5,367,299

Proposal 2 was approved by the Company’s stockholders. Because there were sufficient votes at the annual meeting to approve Proposal 1, the Company did not utilize the discretionary authority granted by stockholder approval of Proposal 2 to adjourn the annual meeting to solicit additional proxies.

Proposal 3: To elect seven directors for one-year terms expiring at the 2019 annual meeting of stockholders and until the election and qualification of their successors or earlier if the Company is liquidated and dissolved prior to the expiration of their terms. 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	142,581,713	0	6,301,334
Colin P. Shepherd	142,181,386	0	6,701,661
Charles M. Baughn	142,224,487	0	6,658,560
Jack L. Farley	142,146,411	0	6,736,636
Thomas L. Mitchell	142,157,816	0	6,725,231
John S. Moody	141,927,512	0	6,955,535
Peter Shaper	142,125,733	0	6,757,314

Proposal 3 was approved by the Company’s stockholders and each of the directors was re-elected at the annual meeting.

Proposal 4: To ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

For	Against	Abstained from Voting
191,039,270	1,664,544	4,852,852

In addition to the voting described above, there were 48,673,619 broker non-votes cast with respect to each of Proposals 1, 2 and 3, including with respect to the election of each 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. There were no broker non-votes cast with respect to Proposal 4.

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 furnished pursuant to Item 7.01 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 8.01 Other Items

Initial Liquidating Distributions

In connection with the approval by the Company's stockholders of the Plan at the annual meeting, as described above, the Company's board of directors (the "Board") has authorized the Company to declare and pay a monthly liquidating distribution on the Company's common stock, in an amount per share equal to \$0.0541667, to the Company's stockholders of record at the close of business on July 31, 2018. All distributions for the month of July 2018 will be paid in cash or reinvested in stock for those participating in the Company's distribution reinvestment plan (the "DRP") on August 1, 2018. The distributions will be designated by the Company as a return of a portion of the stockholders' invested capital and, as such, will reduce the stockholders' remaining investment in the Company. The designation of the distribution as a return of invested capital will not impact the tax treatment of the distributions to the Company's stockholders.

Suspension of Distribution Reinvestment Plan

In connection with the approval of the Plan by the Company's stockholders, as described above, on July 17, 2018, the Board, including all of the Company's independent directors, voted to suspend indefinitely the DRP, effective as of August 31, 2018.

As a result of the suspension of the DRP, any distributions paid after August 31, 2018 will be paid to the Company's stockholders in cash. The Company can provide stockholders with assistance on directing cash distribution payments and answering questions. The suspension of the DRP will not affect the payment of distributions to stockholders who previously received their distributions in cash.

Amended Share Redemption Program

In connection with the suspension of the DRP described above, on July 17, 2018, the Board approved and adopted the third amended and restated share redemption program (the "Amended SRP") in order to eliminate the limitation providing that the funds available for redemptions under the share redemption program in a particular month are limited to the funds received from the DRP in the prior month. Although the Amended SRP eliminates this DRP proceeds limitation, the Amended SRP continues to limit the number of shares that can be redeemed during any consecutive twelve month period to no more than 5% of the number of shares of the Company's common stock outstanding at the beginning of such twelve month period. The Amended SRP will replace the current share redemption program, effective as of August 20, 2018. Accordingly, any redemptions of the Company's common stock made pursuant to requests submitted for the month of August 2018 will be processed in accordance with the terms of the Amended SRP. This Current Report on Form 8-K serves as the 30-day written notification of an amendment, per the terms of the current share redemption program. The full terms of the Amended SRP are set forth in the Amended SRP, a copy of which is filed as Exhibit 99.2 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits-

99.1 2018 Shareholder Meeting Presentation

99.2 Hines Global REIT, Inc. Third Amended and Restated Share Redemption Program, effective as of August 20, 2018

This Current Report on Form 8-K, and the exhibits furnished and filed herewith, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These forward-looking statements include, among others, statements about the expected benefits of the Plan, the estimated range and the timing of the payment of liquidating distributions, the expected timing and completion of the Plan, the return to be achieved by shareholders, the redemption of shares of the Company's common stock, and the future business, performance and opportunities of the Company. Forward-looking statements generally can be identified by the use of words or phrases such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "foresee," "looking ahead," "is confident," "should be," "will," "predicted," "likely," or similar words or phrases intended to identify information that is not historical in nature. These risks and uncertainties include, without limitation, unanticipated difficulties or expenditures relating to the Plan, the response of tenants, business partners and competitors to the announcement of the Plan; legal proceedings that may be instituted against the Company and others related to the Plan; general risks affecting the real estate industry (including without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate); adverse economic or real estate developments in the Company's existing markets; reductions in asset valuations and related impairment charges; risks associated with downturns in domestic and local economies, changes in interest rates and volatility in the securities markets; potential liability for uninsured losses and environmental contamination; risks associated with the Company's potential failure to qualify as a real estate investment trust under the Internal Revenue Code of 1986, as amended; possible adverse changes in tax and environmental laws; and risks associated with the Company's dependence on key personnel of Hines Interests Limited Partnership or its affiliates whose continued service is not assured. For a further list and description of such risks and uncertainties, see the reports filed by the Company with the SEC, including the Company's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Any forward-looking statement speaks only as of the date of this presentation. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information or developments, future events or otherwise.

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 Global REIT, Inc.

July 17, 2018

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

2018 Shareholder Meeting

Hines Global REIT, Inc.

Sherri W. Schugart
President and CEO





Hines Global REIT 2018 Shareholder Meeting

Agenda

- Hines Global REIT Company and Portfolio Overview
- Plan of Liquidation and Dissolution Overview
- Looking Forward



Hines Global REIT 2018 Shareholder Meeting

Company Overview

- We raised \$2.6 billion in aggregate proceeds from two public offerings, excluding the proceeds from our distribution reinvestment plan (“DRP”), from 2009 through 2014.
- We invested the offering proceeds in 45 assets in all four asset classes (office, retail, industrial, multifamily) plus investments in real estate debt with a gross acquisition cost of \$5.0 billion in 30 cities in 7 countries.
- 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
 - Enhance stockholder value and provide liquidity to our stockholders upon ultimate sale of our investments according to our Plan of Liquidation

Hines



Hines Global REIT 2018 Shareholder Meeting

Recent Strategic Asset Sales



Brindleyplace¹
Birmingham, England

- Acquired July 2010 for \$282.5 million
- Sold February 2017 for \$325.1 million



Aviva at Coral Gables²
Miami, Florida

- Construction completed April 2015 for \$62.0 million
- Sold June 2017 for \$100.0 million



Southpark Commerce II
Austin, Texas

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



Mercedes Benz Bank
Stuttgart, Germany

- Acquired February 2013 for \$70.2 million
- Sold July 2017 for \$133.2 million



Hock Plaza
Durham, North Carolina

- Acquired September 2010 for \$97.9 million
- Sold December 2017 for \$141.9 million



Fifty South Sixth
Minneapolis, Minnesota

- Acquired November 2010 for \$185.0 million
- Sold December 2017 for \$258.5 million



One Westferry Circus
London, England

- Acquired February 2013 for \$124.6 million
- Sold April 2018 for \$153.5 million

Hines

1. Owned through a joint venture ("JV") between Hines Global REIT and an unaffiliated third party; Hines Global REIT had a 60% interest in the JV.
2. Owned through a JV between Hines Global REIT and Hines Interests Limited Partnership; Hines Global REIT had an 83% interest in the JV.



Hines Global REIT 2018 Shareholder Meeting

Portfolio Overview¹

- Our current portfolio consists of:
 - Interests in 33 real estate properties
 - Office, Retail, Industrial, and Multifamily
 - Estimated aggregate value of approximately \$4.3 billion^{2,3}
 - 13.9 million square feet of leasable space
 - 92% leased
- Moderate leverage of 42% with weighted average interest rate of 3.0%
- Current distribution rate maintained through June 2018⁴
 - 6.25% annualized distribution rate on \$10.40 share price
 - 6.32% annualized distribution rate on \$10.28 share price
 - 6.50% annualized distribution rate on \$10.00 share price
- Special distribution of \$1.05 per share declared December 2017 funded by net proceeds received from strategic sale of six assets during 2017.

1. As of March 31, 2018

2. Assumes 100% ownership in each of Hines Global REIT's real estate property investments. Hines Global REIT owns a 93% interest in WaterWall Place.

3. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2017, and less One Westferry Circus which was sold in April 2018. The estimated aggregate value of the portfolio does not necessarily reflect the current aggregate value of Hines Global REIT's investments.

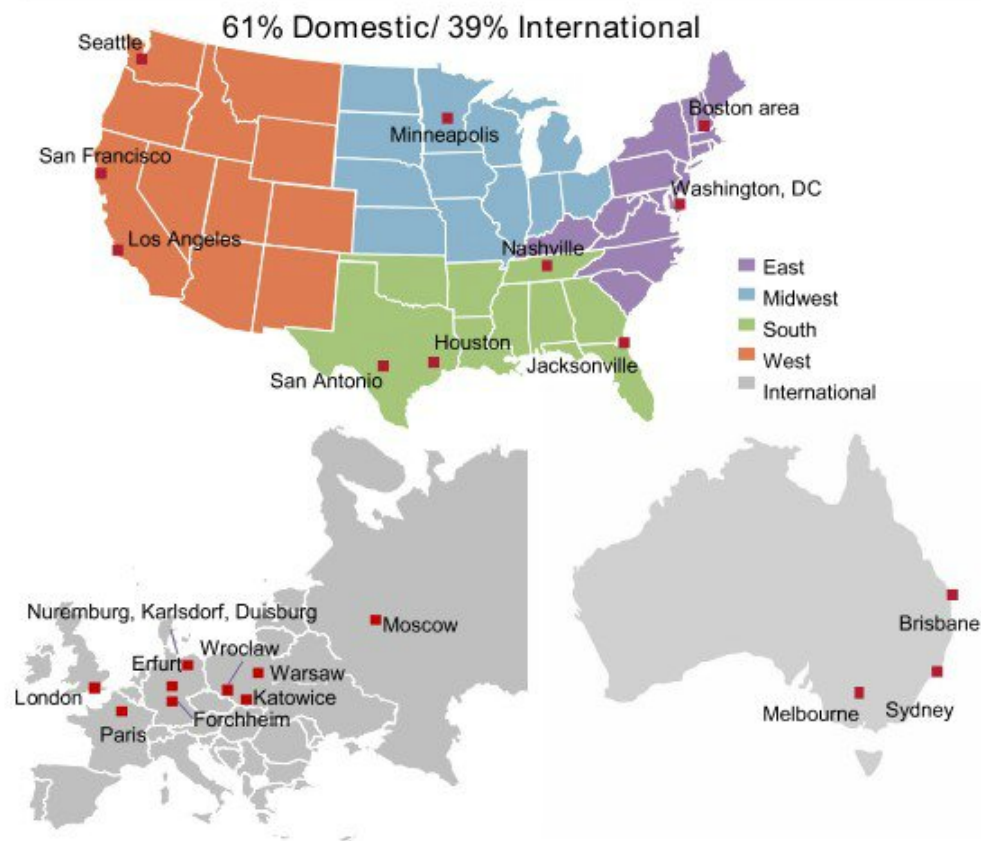
4. The distribution rate was \$0.0017808 per share, per day from January 2014 through December 2017. The distribution rate has been \$0.0541667 per share, per month since January 2018. Annualized distribution rates assume that the distribution rate is maintained for a 12-month period.



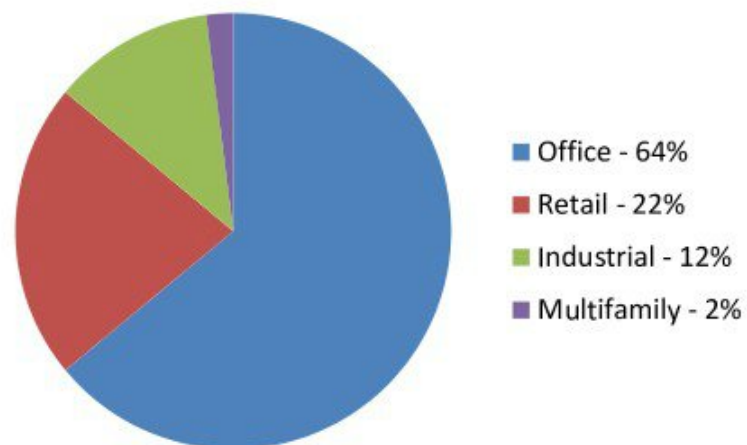
Hines Global REIT 2018 Shareholder Meeting

Diversification

GEOGRAPHIC REGIONS¹
BASED ON ESTIMATED VALUES



PRODUCT TYPE¹
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



Hines

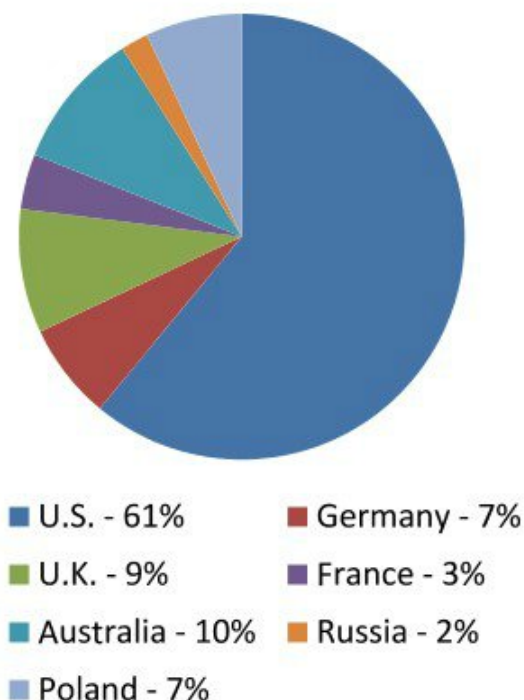
1. As of March 31, 2018. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2017, less amounts related to One Westferry Circus, which was sold in April 2018.



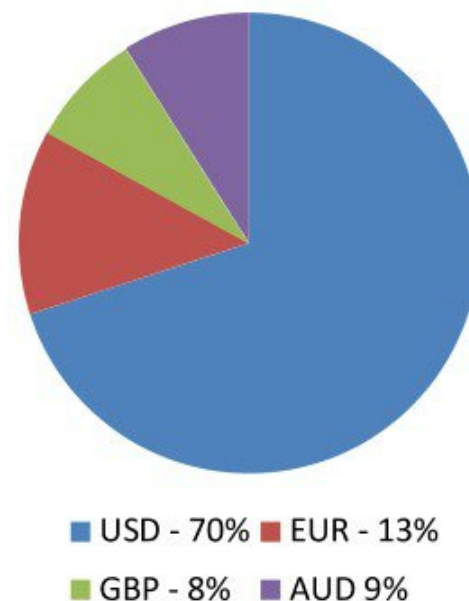
Hines Global REIT 2018 Shareholder Meeting

Diversification

COUNTRY MIX¹
% OF TOTAL PORTFOLIO—BASED ON ESTIMATED VALUES



EQUITY INVESTED BY CURRENCY^{1,2}
% OF TOTAL PORTFOLIO—BASED ON EQUITY INVESTED



1. As of March 31, 2018. The estimated values of Hines Global REIT's real estate property investments were based on their appraised values as of December 31, 2017, less amounts related to One Westferry Circus, which was sold in April 2018.
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 of Hines Global REIT's real estate property investments (as described above) less debt incurred.



Hines Global REIT 2018 Shareholder Meeting

Plan of Liquidation and Dissolution Overview

- On April 23, 2018, the Company's Board of Directors voted unanimously to approve the Plan of Liquidation and Dissolution (the "Plan"), which has just been approved by the Company's shareholders.
- Upon successful completion of the Plan, the Board of Directors estimates that initial investors will have received aggregate distributions of \$15.62-16.62 per share¹ over the duration of their investment. Shares were sold at prices ranging from \$10.00 - \$10.40. Aggregate distributions are estimated to include:
 - \$5.62 of regular operating distributions received from November 2009 through June 2018
 - \$1.05 per share special distribution declared in December 2017 and paid in January 2018
 - An aggregate of \$0.12 per share return of invested capital distributions for the six months ended June 30, 2018
 - \$8.83 - \$9.83 per share of estimated liquidating distributions²

1. This return is based on a shareholder who invested on November 1, 2009 and elected to receive cash distributions. The Company expects that shareholders who invested in the Company after November 2009 will have received lower aggregate distributions upon the successful implementation of the Plan, as they will have held their investment for a shorter duration and will have received fewer regular operating distributions than shareholders who invested in November 2009. Although Hines Global REIT has provided an estimated range of distributions, there can be no assurances as to the amount or timing of any liquidating distributions to Hines Global REIT's shareholders.

2. The range of liquidating distributions to be made pursuant to the Plan of \$8.83 - \$9.83 per share was estimated by Hines Global REIT's Board of Directors on April 23, 2018.



Hines Global REIT 2018 Shareholder Meeting

Looking Forward

- Complete sale of the Logistics Portfolio, consisting of 11 properties located in Poland, Germany, and Russia.
- Complete strategic initiatives on certain assets, including leasing and major capital projects, in order to maximize our returns on these assets.
- Complete the sale of remaining assets.
- Pay liquidating distributions which are expected to be in an aggregate amount of approximately \$8.83 - \$9.83 per share to shareholders.¹



1. The range of liquidating distributions to be made pursuant to the Plan of \$8.83 - \$9.83 per share was estimated by Hines Global REIT's Board of Directors on April 23, 2018. There can be no assurances as to the amount or timing of any liquidating distributions.



Hines Global REIT 2018 Shareholder Meeting

■ Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These forward-looking statements include, among others, statements about the expected benefits of the Plan, the estimated range and the timing of the payment of liquidating distributions, the expected timing and completion of the Plan, the return to be achieved by shareholders and the future business, performance and opportunities of Hines Global REIT. Forward-looking statements generally can be identified by the use of words or phrases such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “foresee,” “looking ahead,” “is confident,” “should be,” “will,” “predicted,” “likely,” or similar words or phrases intended to identify information that is not historical in nature. These risks and uncertainties include, without limitation, unanticipated difficulties or expenditures relating to the Plan, the response of tenants, business partners and competitors to the announcement of the Plan; legal proceedings that may be instituted against the Company and others related to the Plan; general risks affecting the real estate industry (including without limitation, the inability to enter into or renew leases, dependence on tenants’ financial condition, and competition from other developers, owners and operators of real estate); adverse economic or real estate developments in Hines Global REIT’s existing markets; reductions in asset valuations and related impairment charges; risks associated with downturns in domestic and local economies, changes in interest rates and volatility in the securities markets; potential liability for uninsured losses and environmental contamination; risks associated with Hines Global REIT’s potential failure to qualify as a real estate investment trust under the Internal Revenue Code of 1986, as amended; possible adverse changes in tax and environmental laws; and risks associated with Hines Global REIT’s dependence on key personnel of Hines Interests Limited Partnership or its affiliates whose continued service is not assured. For a further list and description of such risks and uncertainties, see the reports filed by Hines Global REIT with the SEC, including Hines Global REIT’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Any forward-looking statement speaks only as of the date of this presentation. Hines Global REIT disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information or developments, future events or otherwise.

Third Amended and Restated Share Redemption Program Effective as of August 20, 2018

Our shares are currently not listed on a national securities exchange, and we do not know whether they will ever be listed. In order to provide our stockholders with some liquidity, we have a share redemption program. As described below, we cannot guarantee that our share redemption program will be available indefinitely. Stockholders who have purchased shares from us or received their shares through a non-cash transaction, not in the secondary market, and have held their shares for at least one year may receive the benefit of limited liquidity by presenting for redemption to us all or a portion of those shares, in accordance with the procedures outlined herein.

Shares that are redeemed will be redeemed at the net asset value (“NAV”) per share of our common stock most recently announced by us in a public filing with the Securities and Exchange Commission (the “SEC”) as of the applicable date of the redemption; provided that in each case, the redemption price will be adjusted for any stock dividends, combinations, splits, recapitalizations or similar actions with respect to our common stock.

In the event a stockholder is having all his shares redeemed, we may waive the one-year holding requirement for shares purchased under our distribution reinvestment plan. In addition, we may waive the one-year holding requirement in the event of a stockholder’s bankruptcy. In the event of the death or disability of the stockholder, upon request, we will waive the one-year holding requirement. For purposes of the one-year holding period, limited partners of the Operating Partnership who exchange their Operating Partnership units (“OP Units”) for shares of our common stock (and any persons to whom they transfer such stock) shall be deemed to have owned those shares of our common stock as of the date the related OP Units were issued.

Unless our board of directors determines that we do not have sufficient available cash for redemptions as described below, we intend to redeem shares on a monthly basis; however, our board of directors may determine from time to time to adjust the timing of redemptions or suspend or terminate our share redemption program upon 30 days’ notice. Subject to the limitations and restrictions on the program and to funds being available, the number of shares redeemed during any consecutive twelve month period will be limited to no more than 5% of the number of outstanding shares of common stock at the beginning of that twelve month period. Our board of directors has complete discretion to determine whether we have sufficient available cash for redemptions.

All requests for redemption must be made in writing and received by us at least five business days prior to the end of the month. If you would like to request redemption of your shares, please contact us to receive required redemption forms and instructions concerning required signatures. Certain broker dealers require that their clients make redemption requests through their broker dealer, so please contact your broker dealer first if you want to request redemption of your shares. You may also withdraw your request to have your shares redeemed. Withdrawal requests must also be made in writing and received by us at least five business days prior to the end of the month.

We cannot guarantee that we will have sufficient funds to accommodate all redemption requests made in any month. In the event the number of shares for which redemption requests have been submitted exceeds the limits on the number of shares we can redeem or the funds available for such redemption in a particular month, then shares will be redeemed in the following order of priority (unless our board of directors determines that we will not redeem shares in that month):

- *first*, we will redeem shares pursuant to requests made in connection with the death or disability of a stockholder (or on a pro rata basis among such requests if less than all of such death or disability redemption requests can be satisfied);
- *second*, we will redeem shares pursuant to any redemption request that has been carried over from one or more previous monthly periods where the value of the shares that have not yet been redeemed pursuant to such request (with the value calculated as the number of shares multiplied by the NAV per share of our common stock most recently announced by us in a public filing with the SEC) is less than \$2,500 (or on a pro rata basis among such requests if less than all of such redemption requests carried over from prior periods can be satisfied); and
- *third*, we will redeem shares pursuant to all other redemption requests on a pro rata basis.

The portion of any unfulfilled redemption request will be held and considered for redemption until the next month unless withdrawn. In addition, if we do not have sufficient available funds at the time redemption is requested, you can withdraw your request for redemption or request in writing that we honor it at such time in a successive month, if any, when we have sufficient funds to do so. Such pending requests will generally be considered in the order of priority described above with any new redemption requests we receive in the applicable period.

Commitments by us to redeem shares will be communicated either telephonically or in writing to each stockholder who submitted a request on or promptly (no more than five business days) after the fifth business day following the end of each month. We will redeem the shares subject to these commitments, and pay the redemption price associated therewith, within three business days following the delivery of such commitments. You will not relinquish your shares until we redeem them.

The shares we redeem under our share redemption program will be cancelled and will have the status of authorized but unissued shares. We will not resell such shares to the public unless such sales are first registered with the SEC under the Securities Act of 1933, as amended and under appropriate state securities laws or are exempt under such laws. We will terminate our share redemption program in the event that our shares ever become listed on a national securities exchange or in the event a secondary market for our common shares develops.

Our board of directors may terminate, suspend or amend the share redemption program at any time upon 30 days' written notice without stockholder approval if our directors believe such action is in our best interests, or if they determine the funds otherwise available to fund our share redemption program are needed for other purposes. Any notice of a termination, suspension or amendment of the share redemption program will be made via a report on Form 8-K filed with the SEC at least 30 days prior to the effective date of such termination, suspension or amendment. Our board of directors may also limit the amounts available for redemption at any time in its sole discretion.