

Hudson Pacific Properties, Inc.  
Form 8-K  
May 18, 2012

**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 15, 2012

**Hudson Pacific Properties, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**001-34789**  
(Commission  
File No.)

**27-1430478**  
(I.R.S. Employer  
Identification Number)

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**11601 Wilshire Blvd., Suite 1600**

**Los Angeles, California**  
(Address of principal executive offices)

**(310) 445-5700**  
(Registrant's telephone number,  
including area code)

**90025**  
(Zip Code)

**N/A**  
(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 (see General Instructions A.2.):

- .. 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))

This Current Report on Form 8-K is filed by Hudson Pacific Properties, Inc., a Maryland corporation (referred to herein as the Company, we, our and us), in connection with the matters described herein.

**Item 1.01 Entry into a Material Definitive Agreement**

On May 18, 2012, we completed an underwritten public offering of 13,225,000 shares of our common stock, \$0.01 par value per share (the Common Stock ), for net proceeds of approximately \$190.5 million, after deducting the underwriting discount and estimated expenses payable by us. In connection with the issuance and sale of shares of the Common Stock, we entered into an underwriting agreement, dated May 15, 2012, among us, our operating partnership, Hudson Pacific Properties, L.P. (the Operating Partnership ), and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and Morgan Stanley & Co. LLC, as the representatives of the several underwriters named therein (the Underwriting Agreement ). The Underwriting Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Company and the Operating Partnership have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act ). Pursuant to the Underwriting Agreement, we have agreed not to sell or transfer any shares of Common Stock or any equity securities similar to or ranking on par with or senior to the Common Stock or any securities convertible into or exercisable or exchangeable for the Common Stock or similar, parity or senior equity securities for 60 days after May 15, 2012 without first obtaining the written consent of Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The offering was made pursuant to a shelf registration statement declared effective by the Securities and Exchange Commission on July 21, 2011 (File No. 333-175326), a base prospectus, dated July 21, 2011, included as part of the registration statement, and a prospectus supplement, dated May 15, 2012, filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act. We are filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of our counsel, Venable LLP, regarding certain Maryland law issues concerning the shares of Common Stock issued and sold in the offering.

On May 18, 2012, we contributed the net proceeds of the offering to our Operating Partnership in exchange for 13,225,000 common units of partnership interests in the Operating Partnership. The Operating Partnership will use the net proceeds to finance the recently announced acquisitions of 901 Market Street and the Olympic Bundy properties, to repay indebtedness under its secured revolving credit facility, and for general corporate purposes.

**Item 7.01 Regulation FD Disclosure**

On May 18, 2012, we issued a press release updating our 2012 outlook guidance. A copy of the press release is furnished herewith as Exhibit 99.1, which is incorporated herein by reference.

Exhibit 99.1 is being furnished pursuant to Item 2.02 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 that section. The information being furnished pursuant to Item 2.02 in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits**

Exhibit Number	Description
1.1	Underwriting Agreement, dated May 15, 2012, among Hudson Pacific Properties, Inc., Hudson Pacific Properties, L.P., and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and Morgan Stanley & Co. LLC, as the representatives of the several underwriters named therein.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included in Exhibit 5.1).
99.1	Press release, dated May 18, 2012, regarding the Company s updated 2012 outlook guidance.

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.

HUDSON PACIFIC PROPERTIES, INC.

Date: May 18, 2012

By: /s/ Mark Lammas  
Mark Lammas  
Chief Financial Officer

EXHIBIT INDEX

(d) Exhibits.

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