

HIGHWOODS PROPERTIES INC

Form 8-K

March 07, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): March 7, 2019

HIGHWOODS PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland                                001-13100    56-1871668  
(State or other jurisdiction        (Commission (I.R.S. Employer  
of incorporation or organization) File Number) Identification Number)

HIGHWOODS REALTY LIMITED PARTNERSHIP

(Exact name of registrant as specified in its charter)

North Carolina                        000-21731    56-1869557  
(State or other jurisdiction        (Commission (I.R.S. Employer  
of incorporation or organization) File Number) Identification Number)

3100 Smoketree Court, Suite 600

Raleigh, North Carolina 27604

(Address of principal executive offices, zip code)

Registrants' telephone number, including area code: (919) 872-4924

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. "

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Item 1.01. Entry into a Material Definitive Agreement.

On March 7, 2019, Highwoods Realty Limited Partnership (the “Operating Partnership”), the limited partnership through which Highwoods Properties, Inc. (the “Company”) conducts its operations, completed a public offering of \$350,000,000 aggregate principal amount of the Operating Partnership’s 4.20% Notes due April 15, 2029. The terms of the notes are governed by an indenture, dated as of December 1, 1996, among the Operating Partnership, the Company, and U.S. Bank National Association (as successor in interest to Wachovia Bank, N.A. as merged with and into First Union National Bank of North Carolina), as trustee, and an officers’ certificate, dated as of March 7, 2019, establishing the terms of the notes.

The notes will bear interest at the rate of 4.20% per year and will mature on April 15, 2029. Interest on the notes will accrue from March 7, 2019 and will be payable in U.S. dollars semi-annually in arrears on April 15 and October 15 of each year, commencing October 15, 2019.

The notes were issued pursuant to the Operating Partnership’s automatic shelf registration statement on Form S-3 (Registration No. 333-215936-01), including the related prospectus dated February 7, 2017, and a prospectus supplement dated February 26, 2019, as the same may be amended or supplemented.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See Item 1.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

No. Description

- 4.1 Form of 4.20% Notes due April 15, 2029
  - 4.2 Officers' Certificate Establishing the Terms of the Notes, dated March 7, 2019
  - 5 Opinion of DLA Piper LLP (US) re legality
  - 8 Opinion of Vinson & Elkins LLP re tax matters
  - 23.1 Consent of DLA Piper LLP (US) (included in Exhibit 5)
  - 23.2 Consent of Vinson & Elkins LLP (included in Exhibit 8)
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HIGHWOODS PROPERTIES, INC.

By: /s/ Jeffrey D. Miller

Jeffrey D. Miller

Executive Vice President, General Counsel and Secretary

HIGHWOODS REALTY LIMITED PARTNERSHIP

By: Highwoods Properties, Inc., its general partner

By: /s/ Jeffrey D. Miller

Jeffrey D. Miller

Executive Vice President, General Counsel and Secretary

Dated: March 7, 2019