

Hudson Pacific Properties, Inc.
Form 10-Q
November 06, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-34789 (Hudson Pacific Properties, Inc.)

Commission File Number: 333-202799-01 (Hudson Pacific Properties, L.P.)

Hudson Pacific Properties, Inc.
Hudson Pacific Properties, L.P.
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------|--|---|
| Hudson Pacific Properties, Inc. | Maryland | 27-1430478 |
| | (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |
| Hudson Pacific Properties, L.P. | Maryland | 80-0579682 |
| | (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |

11601 Wilshire Blvd., Ninth Floor
Los Angeles, California 90025
(Address of principal executive offices) (Zip Code)
(310) 445-5700
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Hudson Pacific Properties, Inc. Yes No Hudson Pacific Properties, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Hudson Pacific Properties, Inc. Yes No Hudson Pacific Properties, L.P. Yes No

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Hudson Pacific Properties, Inc.

Large accelerated filer Accelerated filer Non-accelerated filer
(Do not check if a smaller reporting company)
Smaller reporting company Emerging growth company

Hudson Pacific Properties, L.P

Large accelerated filer Accelerated filer Non-accelerated filer
(Do not check if a smaller reporting company)
Smaller reporting company 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.

Hudson Pacific Properties, Inc. Hudson Pacific Properties, L.P.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Hudson Pacific Properties, Inc. Yes No Hudson Pacific Properties, L.P.
Yes No

The number of shares of common stock of Hudson Pacific Properties, Inc. outstanding at November 1, 2017 was 156,060,854.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended September 30, 2017 of Hudson Pacific Properties, Inc., a Maryland corporation, and Hudson Pacific Properties, L.P., a Maryland limited partnership. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “we,” “us,” “our,” or “our Company” refer to Hudson Pacific Properties, Inc. together with its consolidated subsidiaries, including Hudson Pacific Properties, L.P. Unless otherwise indicated or unless the context requires otherwise, all references to “our operating partnership” or “the operating partnership” refer to Hudson Pacific Properties, L.P. together with its consolidated subsidiaries.

Hudson Pacific Properties, Inc. is a real estate investment trust, or REIT, and the sole general partner of our operating partnership. As of September 30, 2017, Hudson Pacific Properties, Inc. owned approximately 99.6% of the outstanding common units of partnership interest (including unvested restricted units) in our operating partnership, or common units. The remaining approximately 0.4% of outstanding common units at September 30, 2017 were owned by certain of our executive officers and directors, certain of their affiliates and other outside investors. As of December 31, 2016, certain affiliates of Blackstone Group L.P. (“Blackstone”) and Farallon Capital Management, LLC (“the Farallon Funds”) held an ownership interest in the Company and the operating partnership. Following a common stock offering and a common unit repurchase on January 10, 2017, Blackstone and the Farallon Funds informed us that they no longer owned common stock or common units in the Company or the operating partnership. As the sole general partner of our operating partnership, Hudson Pacific Properties, Inc. has the full, exclusive and complete responsibility for our operating partnership’s day-to-day management and control.

We believe combining the quarterly reports on Form 10-Q of Hudson Pacific Properties, Inc. and the operating partnership into this single report results in the following benefits:

- enhancing investors’ understanding of our Company and our operating partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;

• eliminating duplicative disclosure and providing a more streamlined and readable presentation because a substantial portion of the disclosure applies to both our Company and our operating partnership; and

• creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are a few differences between our Company and our operating partnership, which are reflected in the disclosures in this report. We believe it is important to understand the differences between our Company and our operating partnership in the context of how we operate as an interrelated, consolidated company. Hudson Pacific Properties, Inc. is a REIT, the only material assets of which are the units of partnership interest in our operating partnership. As a result, Hudson Pacific Properties, Inc. does not conduct business itself, other than acting as the sole general partner of our operating partnership, issuing equity from time to time and guaranteeing certain debt of our operating partnership. Hudson Pacific Properties, Inc. itself does not issue any indebtedness but guarantees some of the debt of our operating partnership. Our operating partnership, which is structured as a partnership with no publicly traded equity, holds substantially all of the assets of our Company and conducts substantially all of our business. Except for net proceeds from equity issuances by Hudson Pacific Properties, Inc., which are generally contributed to our operating partnership in exchange for units of partnership interest in our operating partnership, our operating partnership generates the capital required by our Company’s business through its operations, its incurrence of indebtedness or through the issuance of units of partnership interest in our operating partnership.

Non-controlling interest, stockholders’ equity and partners’ capital are the main areas of difference between the consolidated financial statements of our Company and those of our operating partnership. The common units in our operating partnership are accounted for as partners’ capital in our operating partnership’s consolidated financial statements and, to the extent not held by our Company, as a non-controlling interest in our Company’s consolidated financial statements. The differences between stockholders’ equity, partners’ capital and non-controlling interest result from the differences in the equity issued by our Company and our operating partnership.

To help investors understand the significant differences between our Company and our operating partnership, this report presents the consolidated financial statements separately for our Company and our operating partnership. All

other sections of this report, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk,” are presented together for our Company and our operating partnership.

2

In order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that our Company and our operating partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, or the Exchange Act and 18 U.S.C. §1350, this report also includes separate Part I, Item 4 “Controls and Procedures” sections and separate Exhibit 31 and 32 certifications for each of Hudson Pacific Properties, Inc. and our operating partnership.

3

HUDSON PACIFIC PROPERTIES, INC. AND HUDSON PACIFIC PROPERTIES, L.P.
 QUARTERLY REPORT FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2017
 TABLE OF CONTENTS

| | Page |
|---|-----------|
| <u>PART I—FINANCIAL INFORMATION</u> | |
| ITEM 1. Financial Statements of Hudson Pacific Properties, Inc. | |
| <u>Consolidated Balance Sheets as of September 30, 2017 (unaudited) and December 31, 2016</u> | <u>5</u> |
| <u>Consolidated Statements of Operations (unaudited) for the three and nine months ended September 30, 2017 and 2016</u> | <u>6</u> |
| <u>Consolidated Statements of Comprehensive Income (Loss) (unaudited) for the three and nine months ended September 30, 2017 and 2016</u> | <u>7</u> |
| <u>Consolidated Statements of Equity for the nine months ended September 30, 2017 (unaudited) and year ended December 31, 2016</u> | <u>8</u> |
| <u>Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2017 and 2016</u> | <u>9</u> |
| ITEM 1. Financial Statements of Hudson Pacific Properties, L.P. | |
| <u>Consolidated Balance Sheets as of September 30, 2017 (unaudited) and December 31, 2016</u> | <u>10</u> |
| <u>Consolidated Statements of Operations (unaudited) for the three and nine months ended September 30, 2017 and 2016</u> | <u>11</u> |
| <u>Consolidated Statements of Comprehensive Income (Loss) (unaudited) for the three and nine months ended September 30, 2017 and 2016</u> | <u>12</u> |
| <u>Consolidated Statements of Capital for the nine months ended September 30, 2017 (unaudited) and year ended December 31, 2016</u> | <u>13</u> |
| <u>Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2017 and 2016</u> | <u>14</u> |
| <u>Notes to Unaudited Consolidated Financial Statements</u> | <u>15</u> |
| ITEM 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>39</u> |
| ITEM 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | <u>60</u> |
| ITEM 4. <u>Controls and Procedures</u> | <u>60</u> |
| <u>PART II—OTHER INFORMATION</u> | |
| ITEM 1. <u>Legal Proceedings</u> | <u>62</u> |
| ITEM 1A. <u>Risk Factors</u> | <u>62</u> |
| ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>62</u> |
| ITEM 3. <u>Defaults Upon Senior Securities</u> | <u>62</u> |
| ITEM 4. <u>Mine Safety Disclosures</u> | <u>62</u> |
| ITEM 5. <u>Other Information</u> | <u>62</u> |
| ITEM 6. <u>Exhibits</u> | <u>63</u> |
| <u>Signatures</u> | <u>64</u> |

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS OF HUDSON PACIFIC PROPERTIES, INC.

HUDSON PACIFIC PROPERTIES, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except unit data)

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Investment in real estate, at cost | \$ 6,558,898 | \$ 6,099,293 |
| Accumulated depreciation and amortization | (504,141) | (387,181) |
| Investment in real estate, net | 6,054,757 | 5,712,112 |
| Cash and cash equivalents | 87,723 | 83,015 |
| Restricted cash | 25,784 | 25,177 |
| Accounts receivable, net | 5,014 | 6,833 |
| Straight-line rent receivables, net | 97,184 | 82,109 |
| Deferred leasing costs and lease intangible assets, net | 257,831 | 294,209 |
| Prepaid expenses and other assets, net | 57,360 | 79,058 |
| Assets associated with real estate held for sale | 321,437 | 396,485 |
| TOTAL ASSETS | \$ 6,907,090 | \$ 6,678,998 |
| LIABILITIES AND EQUITY | | |
| Notes payable, net | \$ 2,424,358 | \$ 2,473,323 |
| Accounts payable and accrued liabilities | 162,938 | 116,973 |
| Lease intangible liabilities, net | 55,335 | 73,569 |
| Security deposits and prepaid rent | 66,499 | 70,468 |
| Derivative liabilities | 819 | 1,303 |
| Liabilities associated with real estate held for sale | 224,032 | 230,435 |
| TOTAL LIABILITIES | 2,933,981 | 2,966,071 |
| 6.25% Series A cumulative redeemable preferred units of the operating partnership | 10,177 | 10,177 |
| EQUITY | | |
| Hudson Pacific Properties, Inc. stockholders' equity: | | |
| Common stock, \$0.01 par value, 490,000,000 authorized, 155,302,800 shares and 136,492,235 shares outstanding at September 30, 2017 and December 31, 2016, respectively | 1,553 | 1,364 |
| Additional paid-in capital | 3,619,940 | 3,109,394 |
| Accumulated other comprehensive income | 6,465 | 9,496 |
| Accumulated income (deficit) | 18,911 | (16,971) |
| Total Hudson Pacific Properties, Inc. stockholders' equity | 3,646,869 | 3,103,283 |
| Non-controlling interest—members in consolidated entities | 302,111 | 304,608 |
| Non-controlling interest—units in the operating partnership | 13,952 | 294,859 |
| TOTAL EQUITY | 3,962,932 | 3,702,750 |
| TOTAL LIABILITIES AND EQUITY | \$ 6,907,090 | \$ 6,678,998 |

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except share data)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------------|-------------------|----------------|
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| REVENUES | | | | |
| Office | | | | |
| Rental | \$139,157 | \$123,919 | \$406,275 | \$358,193 |
| Tenant recoveries | 24,982 | 22,657 | 67,421 | 64,493 |
| Parking and other | 8,035 | 5,521 | 22,146 | 16,103 |
| Total Office revenues | 172,174 | 152,097 | 495,842 | 438,789 |
| Media & Entertainment | | | | |
| Rental | 11,012 | 7,102 | 26,802 | 19,987 |
| Tenant recoveries | 133 | 243 | 927 | 655 |
| Other property-related revenue | 6,561 | 5,005 | 14,964 | 12,784 |
| Other | 141 | 136 | 271 | 226 |
| Total Media & Entertainment revenues | 17,847 | 12,486 | 42,964 | 33,652 |
| TOTAL REVENUES | 190,021 | 164,583 | 538,806 | 472,441 |
| OPERATING EXPENSES | | | | |
| Office operating expenses | 59,102 | 53,975 | 162,524 | 150,769 |
| Media & Entertainment operating expenses | 10,588 | 6,499 | 24,842 | 18,746 |
| General and administrative | 13,013 | 12,955 | 41,329 | 38,474 |
| Depreciation and amortization | 71,158 | 67,414 | 217,340 | 201,890 |
| TOTAL OPERATING EXPENSES | 153,861 | 140,843 | 446,035 | 409,879 |
| INCOME FROM OPERATIONS | 36,160 | 23,740 | 92,771 | 62,562 |
| OTHER EXPENSE (INCOME) | | | | |
| Interest expense | 22,461 | 19,910 | 66,086 | 54,775 |
| Interest income | (44) | (130) | (90) | (216) |
| Unrealized loss (gain) on ineffective portion of derivative instruments | 37 | (879) | 82 | 1,630 |
| Transaction-related expenses | 598 | 315 | 598 | 376 |
| Other income | (1,402) | (693) | (2,656) | (716) |
| TOTAL OTHER EXPENSES | 21,650 | 18,523 | 64,020 | 55,849 |
| INCOME BEFORE GAINS ON SALE OF REAL ESTATE | 14,510 | 5,217 | 28,751 | 6,713 |
| Gains on sale of real estate | — | — | 16,866 | 8,515 |
| NET INCOME | 14,510 | 5,217 | 45,617 | 15,228 |
| Net income attributable to preferred units | (159) | (159) | (477) | (477) |
| Net income attributable to participating securities | (255) | (196) | (750) | (589) |
| Net income attributable to non-controlling interest in consolidated entities | (2,991) | (2,525) | (9,002) | (6,866) |
| Net income attributable to non-controlling interest in units in the operating partnership | (41) | (490) | (256) | (2,357) |
| Net income attributable to Hudson Pacific Properties, Inc. common stockholders | \$11,064 | \$1,847 | \$35,132 | \$4,939 |
| Basic and diluted per share amounts: | | | | |
| Net income attributable to common stockholders—basic | \$0.07 | \$0.02 | \$0.23 | \$0.05 |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

| | | | | |
|---|-------------|------------|-------------|-------------|
| Net income attributable to common stockholders—diluted | \$0.07 | \$ 0.02 | \$0.23 | \$ 0.05 |
| Weighted average shares of common stock outstanding—basic | 155,302,800 | 15,083,622 | 152,874,952 | 149,862,583 |
| Weighted average shares of common stock outstanding—diluted | 156,093,736 | 16,262,622 | 153,648,888 | 150,979,583 |
| Dividends declared per share | \$0.25 | \$ 0.20 | \$0.75 | \$ 0.60 |

The accompanying notes are an integral part of these consolidated financial statements.

6

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(unaudited, in thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|--|----------|---------------------------------------|------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net income | \$14,510 | \$5,217 | \$45,617 | \$15,228 |
| Other comprehensive income (loss): change in fair value of derivative instruments | 507 | 3,087 | 611 | (20,818) |
| Comprehensive income (loss) | 15,017 | 8,304 | 46,228 | (5,590) |
| Comprehensive income attributable to preferred units | (159) | (159) | (477) | (477) |
| Comprehensive income attributable to participating securities | (255) | (196) | (750) | (589) |
| Comprehensive income attributable to non-controlling interest in consolidated entities | (2,991) | (2,525) | (9,002) | (6,866) |
| Comprehensive (income) loss attributable to units in the operating partnership | (43) | (1,137) | (276) | 5,903 |
| Comprehensive income (loss) attributable to Hudson Pacific Properties, Inc. stockholders | \$11,569 | \$4,287 | \$35,723 | \$(7,619) |

The accompanying notes are an integral part of these consolidated financial statements.

7

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(unaudited, in thousands, except share data)

| Hudson Pacific Properties, Inc. Stockholders' Equity | | | | | | | | |
|---|------------------------------|-----------------|----------------------------------|------------------------------------|--|---|---|--------------|
| | Shares of Common Stock | Stock Amount | Additional Paid-in Capital | Accumulated (Deficit) Income | Other Comprehensive (Loss) Income | Non- controlling Interest—Units in the Operating Partnership | Non-controlling Interest—Members in Consolidated Entities | Total Equity |
| Balance at January 1, 2016 | 89,153,780 | \$ 891 | \$ 1,710,979 | \$ (44,955) | \$ (1,081) | \$ 1,800,578 | \$ 262,625 | \$ 3,729,037 |
| Contributions | — | — | — | — | — | — | 33,996 | 33,996 |
| Distributions | — | — | — | — | — | — | (1,303) | (1,303) |
| Proceeds from sale of common stock, net of underwriters' discount and transaction costs | 47,010,695 | 470 | 1,449,111 | — | — | — | — | 1,449,581 |
| Issuance of unrestricted stock | 590,520 | 6 | — | — | — | — | — | 6 |
| Shares withheld to satisfy tax withholding | (262,760) | (3) | (8,424) | — | — | — | — | (8,427) |
| Declared dividend | — | — | (90,005) | — | — | (27,814) | — | (117,819) |
| Amortization of stock-based compensation | — | — | 13,609 | — | — | 1,045 | — | 14,654 |
| Net income | — | — | — | 27,984 | — | 5,848 | 9,290 | 43,122 |
| Change in fair value of derivatives | — | — | — | — | 10,577 | (4,635) | — | 5,942 |
| Redemption of common units in the operating partnership | — | — | 34,124 | — | — | (1,480,163) | — | (1,446,039) |
| Balance at December 31, 2016 | 136,492,235 | 1,364 | 3,109,394 | (16,971) | 9,496 | 294,859 | 304,608 | 3,702,750 |
| Contributions | — | — | — | — | — | — | 3,870 | 3,870 |
| Distributions | — | — | — | — | — | — | (15,369) | (15,369) |
| Proceeds from sale of common stock, net of underwriters' discount and transaction costs | 18,656,575 | 187 | 647,337 | — | — | — | — | 647,524 |
| Issuance of unrestricted stock | 274,251 | 3 | (3) | — | — | — | — | — |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

| | | | | | | | | |
|---|-------------|----------|--------------|-----------|----------|------------|------------|--------------|
| Shares withheld to satisfy tax withholding | (120,261) | (1) | (4,202) | — | — | — | — | (4,203) |
| Declared dividend | — | — | (117,916) | — | — | (492) | — | (118,408) |
| Amortization of stock-based compensation | — | — | 9,865 | — | — | 2,007 | — | 11,872 |
| Net income | — | — | — | 35,882 | — | 256 | 9,002 | 45,140 |
| Change in fair value of derivatives | — | — | — | — | 591 | 20 | — | 611 |
| Redemption of common units in the operating partnership | — | — | (24,535) | — | (3,622) | (282,698) | — | (310,855) |
| Balance at September 30, 2017 | 155,302,800 | \$ 1,553 | \$ 3,619,940 | \$ 18,911 | \$ 6,465 | \$ 13,952 | \$ 302,111 | \$ 3,962,932 |

The accompanying notes are an integral part of these consolidated financial statements.

8

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

| | Nine Months Ended September 30, | |
|---|------------------------------------|------------|
| | 2017 | 2016 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$45,617 | \$15,228 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 217,340 | 201,890 |
| Amortization of deferred financing costs and loan premium, net | 3,558 | 3,278 |
| Amortization of stock-based compensation | 11,237 | 9,931 |
| Straight-line rents | (15,174) | (19,398) |
| Straight-line rent expenses | 296 | 886 |
| Amortization of above- and below-market leases, net | (14,326) | (13,804) |
| Amortization of above- and below-market ground lease, net | 2,088 | 1,604 |
| Amortization of lease incentive costs | 1,140 | 1,017 |
| Other non-cash adjustments ⁽¹⁾ | 598 | 682 |
| Gains on sale of real estate | (16,866) | (8,515) |
| Change in operating assets and liabilities: | | |
| Accounts receivable | 1,649 | 12,521 |
| Deferred leasing costs and lease intangibles | (23,270) | (34,610) |
| Prepaid expenses and other assets | (3,000) | (5,008) |
| Accounts payable and accrued liabilities | 34,660 | 32,786 |
| Security deposits and prepaid rent | (5,943) | 2,364 |
| Net cash provided by operating activities | 239,604 | 200,852 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Additions to investment property | (224,797) | (183,286) |
| Property acquisitions | (257,734) | (307,919) |
| Proceeds from sales of real estate | 81,707 | 283,855 |
| Contributions to unconsolidated entities | (1,071) | (28,393) |
| Distributions from unconsolidated entities | 17,416 | — |
| Deposit for property acquisitions | — | (13,130) |
| Proceed from repayment of notes receivable | — | 28,892 |
| Net cash used in investing activities | (384,479) | (219,981) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from notes payable | 270,000 | 957,000 |
| Payments of notes payable | (321,892) | (808,006) |
| Proceeds from issuance of common stock, net | 647,524 | 880,514 |
| Payment for redemption of common units in the operating partnership | (310,855) | (876,213) |
| Distributions paid to common stockholders and unitholders | (118,408) | (88,469) |
| Distributions paid to preferred unitholders | (477) | (477) |
| Contributions from non-controlling member in consolidated entities | 3,870 | 103 |
| Distributions to non-controlling member in consolidated entities | (15,369) | (990) |
| Payments to satisfy tax withholding | (4,203) | (1,776) |
| Payments of loan costs | — | (2,661) |
| Net cash provided by financing activities | 150,190 | 59,025 |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

| | | |
|---|------------|-------------|
| Net increase in cash and cash equivalents and restricted cash | 5,315 | 39,896 |
| Cash and cash equivalents and restricted cash—beginning of period | 108,192 | 71,561 |
| Cash and cash equivalents and restricted cash—end of period | \$113,507 | \$111,457 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid for interest including amounts capitalized | \$47,852 | \$53,474 |
| NON-CASH INVESTING ACTIVITIES: | | |
| Accounts payable and accrued liabilities for real estate investments | \$(6,740) | \$(10,227) |
| Reclassification of investment in unconsolidated entities for real estate investments | \$7,835 | \$— |

(1) Represents bad debt expense/recovery, amortization of discount and net origination fees on purchased and originated loans and unrealized loss/gain on ineffective portion of derivative instruments.

The accompanying notes are an integral part of these consolidated financial statements.

9

ITEM 1. FINANCIAL STATEMENTS OF HUDSON PACIFIC PROPERTIES, L.P.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Investment in real estate, at cost | \$ 6,558,898 | \$ 6,099,293 |
| Accumulated depreciation and amortization | (504,141) | (387,181) |
| Investment in real estate, net | 6,054,757 | 5,712,112 |
| Cash and cash equivalents | 87,723 | 83,015 |
| Restricted cash | 25,784 | 25,177 |
| Accounts receivable, net | 5,014 | 6,833 |
| Straight-line rent receivables, net | 97,184 | 82,109 |
| Deferred leasing costs and lease intangible assets, net | 257,831 | 294,209 |
| Prepaid expenses and other assets, net | 57,360 | 79,058 |
| Assets associated with real estate held for sale | 321,437 | 396,485 |
| TOTAL ASSETS | \$ 6,907,090 | \$ 6,678,998 |
| LIABILITIES | | |
| Notes payable, net | \$ 2,424,358 | \$ 2,473,323 |
| Accounts payable and accrued liabilities | 162,938 | 116,973 |
| Lease intangible liabilities, net | 55,335 | 73,569 |
| Security deposits and prepaid rent | 66,499 | 70,468 |
| Derivative liabilities | 819 | 1,303 |
| Liabilities associated with real estate held for sale | 224,032 | 230,435 |
| TOTAL LIABILITIES | 2,933,981 | 2,966,071 |
| 6.25% Series A cumulative redeemable preferred units of the operating partnership | 10,177 | 10,177 |
| CAPITAL | | |
| Hudson Pacific Properties, L.P. partners' capital: | | |
| Common units, 155,871,845 and 145,942,855 issued and outstanding at September 30, 2017 and December 31, 2016, respectively. | 3,654,332 | 3,392,264 |
| Accumulated other comprehensive income | 6,489 | 5,878 |
| Total Hudson Pacific Properties, L.P. partners' capital | 3,660,821 | 3,398,142 |
| Non-controlling interest—members in consolidated entities | 302,111 | 304,608 |
| TOTAL CAPITAL | 3,962,932 | 3,702,750 |
| TOTAL LIABILITIES AND CAPITAL | \$ 6,907,090 | \$ 6,678,998 |

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except unit data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------------|------------------------------------|----------------|
| | 2017 | 2016 | 2017 | 2016 |
| REVENUES | | | | |
| Office | | | | |
| Rental | \$139,157 | \$123,919 | \$406,275 | \$358,193 |
| Tenant recoveries | 24,982 | 22,657 | 67,421 | 64,493 |
| Parking and other | 8,035 | 5,521 | 22,146 | 16,103 |
| Total Office revenues | 172,174 | 152,097 | 495,842 | 438,789 |
| Media & Entertainment | | | | |
| Rental | 11,012 | 7,102 | 26,802 | 19,987 |
| Tenant recoveries | 133 | 243 | 927 | 655 |
| Other property-related revenue | 6,561 | 5,005 | 14,964 | 12,784 |
| Other | 141 | 136 | 271 | 226 |
| Total Media & Entertainment revenues | 17,847 | 12,486 | 42,964 | 33,652 |
| TOTAL REVENUES | 190,021 | 164,583 | 538,806 | 472,441 |
| OPERATING EXPENSES | | | | |
| Office operating expenses | 59,102 | 53,975 | 162,524 | 150,769 |
| Media & Entertainment operating expenses | 10,588 | 6,499 | 24,842 | 18,746 |
| General and administrative | 13,013 | 12,955 | 41,329 | 38,474 |
| Depreciation and amortization | 71,158 | 67,414 | 217,340 | 201,890 |
| TOTAL OPERATING EXPENSES | 153,861 | 140,843 | 446,035 | 409,879 |
| INCOME FROM OPERATIONS | 36,160 | 23,740 | 92,771 | 62,562 |
| OTHER EXPENSE (INCOME) | | | | |
| Interest expense | 22,461 | 19,910 | 66,086 | 54,775 |
| Interest income | (44) | (130) | (90) | (216) |
| Unrealized loss (gain) on ineffective portion of derivative instruments | 37 | (879) | 82 | 1,630 |
| Transaction-related expenses | 598 | 315 | 598 | 376 |
| Other income | (1,402) | (693) | (2,656) | (716) |
| TOTAL OTHER EXPENSES | 21,650 | 18,523 | 64,020 | 55,849 |
| INCOME BEFORE GAINS ON SALE OF REAL ESTATE | 14,510 | 5,217 | 28,751 | 6,713 |
| Gains on sale of real estate | — | — | 16,866 | 8,515 |
| NET INCOME | 14,510 | 5,217 | 45,617 | 15,228 |
| Net income attributable to non-controlling interest in consolidated entities | (2,991) | (2,525) | (9,002) | (6,866) |
| Net income attributable to Hudson Pacific Properties, L.P. | 11,519 | 2,692 | 36,615 | 8,362 |
| Net income attributable to preferred units | (159) | (159) | (477) | (477) |
| Net income attributable to participating securities | (255) | (196) | (750) | (589) |
| Net income available to Hudson Pacific Properties, L.P. common unitholders | \$11,105 | \$2,337 | \$35,388 | \$7,296 |
| Basic and diluted per unit amounts: | | | | |
| Net income attributable to common unitholders—basic | \$0.07 | \$0.02 | \$0.23 | \$0.05 |
| Net income attributable to common unitholders—diluted | \$0.07 | \$0.02 | \$0.23 | \$0.05 |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Weighted average shares of common units outstanding—basic | 155,871,845 | 145,614,312 | 153,736,796 | 145,550,685 |
| Weighted average shares of common units outstanding—diluted | 156,662,781 | 146,793,312 | 154,510,732 | 146,667,685 |
| Dividends declared per unit | \$0.25 | \$ 0.20 | \$0.75 | \$ 0.60 |

The accompanying notes are an integral part of these consolidated financial statements.

11

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(unaudited, in thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|--|----------|------------------------------------|------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net income | \$14,510 | \$5,217 | \$45,617 | \$15,228 |
| Other comprehensive income (loss): change in fair value of derivative instruments | 507 | 3,087 | 611 | (20,818) |
| Comprehensive income (loss) | 15,017 | 8,304 | 46,228 | (5,590) |
| Comprehensive income attributable to preferred units | (159) | (159) | (477) | (477) |
| Comprehensive income attributable to participating securities | (255) | (196) | (750) | (589) |
| Comprehensive income attributable to non-controlling interest in consolidated entities | (2,991) | (2,525) | (9,002) | (6,866) |
| Comprehensive income (loss) attributable to Hudson Pacific Properties, L.P. partners' capital | \$11,612 | \$5,424 | \$35,999 | \$(13,522) |

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF CAPITAL
(unaudited, in thousands, except unit data)

| | Hudson Pacific Properties, L.P. Partners' Capital | | | | |
|--|--|-----------------|--|---|------------------|
| | Number of Common Units | Common Units | Accumulated Other Comprehensive (Loss) Income | Non-controlling Interest—Member in Consolidated Entities | Total Capital |
| Balance at January 1, 2016 | 145,450,095 | \$3,466,476 | \$ (64) | \$ 262,625 | \$3,729,037 |
| Contributions | — | — | — | 33,996 | 33,996 |
| Distributions | — | — | — | (1,303) | (1,303) |
| Proceeds from sale of common units, net of underwriters' discount and transaction costs | 47,010,695 | 1,449,581 | — | — | 1,449,581 |
| Issuance of unrestricted units | 590,520 | 6 | — | — | 6 |
| Units withheld to satisfy tax withholding | (262,760) | (8,427) | — | — | (8,427) |
| Declared distributions | — | (117,819) | — | — | (117,819) |
| Amortization of unit-based compensation | — | 14,654 | — | — | 14,654 |
| Net income | — | 33,832 | — | 9,290 | 43,122 |
| Change in fair value of derivative instruments | — | — | 5,942 | — | 5,942 |
| Redemption of common units | (46,845,695) | (1,446,039) | — | — | (1,446,039) |
| Balance at December 31, 2016 | 145,942,855 | 3,392,264 | 5,878 | 304,608 | 3,702,750 |
| Contributions | — | — | — | 3,870 | 3,870 |
| Distributions | — | — | — | (15,369) | (15,369) |
| Proceeds from sale of common units, net of underwriters' discount and transaction costs | 18,656,575 | 647,524 | — | — | 647,524 |
| Issuance of unrestricted units | 274,251 | — | — | — | — |
| Units withheld to satisfy tax withholding | (120,261) | (4,203) | — | — | (4,203) |
| Declared distributions | — | (118,408) | — | — | (118,408) |
| Amortization of unit-based compensation | — | 11,872 | — | — | 11,872 |
| Net income | — | 36,138 | — | 9,002 | 45,140 |
| Change in fair value of derivative instruments | — | — | 611 | — | 611 |
| Redemption of common units | (8,881,575) | (310,855) | — | — | (310,855) |
| Balance at September 30, 2017 | 155,871,845 | \$3,654,332 | \$ 6,489 | \$ 302,111 | \$3,962,932 |

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

| | Nine Months Ended September 30, | |
|---|------------------------------------|------------|
| | 2017 | 2016 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$45,617 | \$15,228 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 217,340 | 201,890 |
| Amortization of deferred financing costs and loan premium, net | 3,558 | 3,278 |
| Amortization of unit-based compensation | 11,237 | 9,931 |
| Straight-line rents | (15,174) | (19,398) |
| Straight-line rent expenses | 296 | 886 |
| Amortization of above- and below-market leases, net | (14,326) | (13,804) |
| Amortization of above- and below-market ground lease, net | 2,088 | 1,604 |
| Amortization of lease incentive costs | 1,140 | 1,017 |
| Other non-cash adjustments ⁽¹⁾ | 598 | 682 |
| Gains on sale of real estate | (16,866) | (8,515) |
| Change in operating assets and liabilities: | | |
| Accounts receivable | 1,649 | 12,521 |
| Deferred leasing costs and lease intangibles | (23,270) | (34,610) |
| Prepaid expenses and other assets | (3,000) | (5,008) |
| Accounts payable and accrued liabilities | 34,660 | 32,786 |
| Security deposits and prepaid rent | (5,943) | 2,364 |
| Net cash provided by operating activities | 239,604 | 200,852 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Additions to investment property | (224,797) | (183,286) |
| Property acquisitions | (257,734) | (307,919) |
| Proceeds from sales of real estate | 81,707 | 283,855 |
| Contributions to unconsolidated entities | (1,071) | (28,393) |
| Distributions from unconsolidated entities | 17,416 | — |
| Deposit for property acquisitions | — | (13,130) |
| Proceed from repayment of notes receivable | — | 28,892 |
| Net cash used in investing activities | (384,479) | (219,981) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from notes payable | 270,000 | 957,000 |
| Payments of notes payable | (321,892) | (808,006) |
| Proceeds from issuance of common units, net | 647,524 | 880,514 |
| Payment for redemption of common units | (310,855) | (876,213) |
| Distributions paid to common unitholders | (118,408) | (88,469) |
| Distributions paid to preferred unitholders | (477) | (477) |
| Contributions from non-controlling member in consolidated entities | 3,870 | 103 |
| Distributions to non-controlling member in consolidated entities | (15,369) | (990) |
| Payments to satisfy tax withholding | (4,203) | (1,776) |
| Payments of loan costs | — | (2,661) |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

| | | |
|---|-----------|------------|
| Net cash provided by financing activities | 150,190 | 59,025 |
| Net increase in cash and cash equivalents and restricted cash | 5,315 | 39,896 |
| Cash and cash equivalents and restricted cash—beginning of period | 108,192 | 71,561 |
| Cash and cash equivalents and restricted cash—end of period | \$113,507 | \$111,457 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid for interest including amounts capitalized | \$47,852 | \$53,474 |
| NON-CASH INVESTING ACTIVITIES: | | |
| Accounts payable and accrued liabilities for real estate investments | \$(6,740) | \$(10,227) |
| Reclassification of investment in unconsolidated entities for real estate investments | \$7,835 | \$— |

(1) Represents bad debt expense/recovery, amortization of discount and net origination fees on purchased and originated loans and unrealized loss/gain on ineffective portion of derivative instruments.

The accompanying notes are an integral part of these consolidated financial statements.

14

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.

Notes to Unaudited Consolidated Financial Statements

(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

1. Organization

Hudson Pacific Properties, Inc. is a Maryland corporation formed on November 9, 2009 as a fully integrated, self-administered and self-managed real estate investment trust (“REIT”). Through its controlling interest in the operating partnership and its subsidiaries, Hudson Pacific Properties, Inc. owns, manages, leases, acquires and develops real estate, consisting primarily of office and media and entertainment properties. Unless otherwise indicated or unless the context requires otherwise, all references in these financial statements to “the Company” refer to Hudson Pacific Properties, Inc. together with its consolidated subsidiaries, including Hudson Pacific Properties, L.P. Unless otherwise indicated or unless the context requires otherwise, all references to “our operating partnership” or “the operating partnership” refer to Hudson Pacific Properties, L.P. together with its consolidated subsidiaries.

On April 1, 2015, the Company completed the acquisition of the EOP Northern California Portfolio (“EOP Acquisition”) from Blackstone Real Estate Partners V and VI (“Blackstone”). The EOP Acquisition consisted of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels located throughout the Northern California region. The total consideration paid for the EOP Acquisition before certain credits, prorations and closing costs included a cash payment of \$1.75 billion and an aggregate of 63,474,791 shares of common stock of Hudson Pacific Properties, Inc. and common units in the operating partnership.

The Company’s portfolio consists of properties located throughout Northern and Southern California and the Pacific Northwest. The following table summarizes the Company’s portfolio as of September 30, 2017:

| | Number of Square Feet Properties (unaudited) | |
|--|---|------------|
| Office properties: | | |
| Northern California ⁽¹⁾ | 29 | 9,600,289 |
| Southern California ⁽²⁾ | 16 | 2,817,509 |
| Pacific Northwest ⁽³⁾ | 8 | 1,496,620 |
| Total Office properties | 53 | 13,914,418 |
| Media & Entertainment properties: | | |
| Southern California ⁽²⁾ | 3 | 1,249,927 |
| Total Media & Entertainment properties | 3 | 1,249,927 |
| Total ⁽⁴⁾ | 56 | 15,164,345 |

⁽¹⁾ Includes the Foster City, Milpitas, North San Jose, Palo Alto, Redwood Shores, San Francisco, San Mateo and Santa Clara submarkets.

⁽²⁾ Includes the Burbank, Downtown Los Angeles, Hollywood, Torrance and West Los Angeles submarkets.

⁽³⁾ Includes the Lynnwood, Pioneer Square and South Lake Union submarkets.

⁽⁴⁾ Includes redevelopment, development and held for sale office properties.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements of the Company and the operating partnership are prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain information and footnote disclosures required for annual financial statements have been condensed or excluded pursuant to the

Securities and Exchange Commission (“SEC”) rules and regulations. Accordingly, the interim financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the accompanying interim financial statements reflect all adjustments of a normal and recurring nature that are considered necessary for a fair presentation of the results for the interim periods presented.

The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ended December 31, 2017. The interim consolidated financial statements should be read in conjunction with the

15

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

consolidated financial statements in the 2016 Annual Report on Form 10-K of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. and the notes thereto.

Certain amounts in the consolidated financial statements for the prior period have been reclassified to conform to the current period presentation. Included in the reclassified amounts are properties held for sale. These amounts relate to 3402 Pico Boulevard, which was sold on March 21, 2017, and Pinnacle I and Pinnacle II, which are expected to be sold during the fourth quarter of 2017.

Principles of Consolidation

The unaudited interim consolidated financial statements of the Company include the accounts of the Company, the operating partnership and all wholly owned subsidiaries and variable interest entities (“VIEs”), of which the Company is the primary beneficiary. The unaudited interim consolidated financial statements of the operating partnership include the accounts of the operating partnership and all wholly owned subsidiaries and VIEs, of which the operating partnership is the primary beneficiary. All intercompany balances and transactions have been eliminated in the consolidated financial statements.

The Company consolidates all VIEs of which the Company is considered the primary beneficiary. VIEs are defined as entities in which equity investors (i) do not have the characteristics of a controlling financial interest and/or (ii) do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The entity that consolidates a VIE is known as its primary beneficiary and is generally the entity with (i) the power to direct the activities that most significantly affect the VIE’s economic performance and (ii) the right to receive benefits from the VIE or the obligation to absorb losses of the VIE that could be significant to the VIE. As of September 30, 2017, the Company has determined that four joint ventures and our operating partnership met the definition of a VIE. Three of the joint ventures are consolidated entities and one joint venture is a non-consolidated entity.

Consolidated Entities

As of September 30, 2017, the operating partnership has determined that three of its joint ventures met the definition of a VIE and are consolidated:

| Property | Ownership interest | |
|----------------------------|--------------------|---|
| Pinnacle I ⁽¹⁾ | 65.0 | % |
| Pinnacle II ⁽¹⁾ | 65.0 | % |
| 1455 Market Street | 55.0 | % |
| Hill7 | 55.0 | % |

A single joint venture owns both Pinnacle I and Pinnacle II. The Company entered into an agreement on September (1) 14, 2017 to sell its ownership interest in Pinnacle I and Pinnacle II. The sale is expected to close in the fourth quarter of 2017.

As of September 30, 2017, the Company has determined that our operating partnership met the definition of a VIE and is consolidated. Substantially all of the assets and liabilities of the Company are related to these VIEs.

Non-consolidated Entities

On June 15, 2017, the Company purchased the remaining interest in land at its 11601 Wilshire property. Refer to Note 3 for details. As a result of the purchase, the Company is no longer accounting for the interest in land as a non-consolidated entity.

As of September 30, 2017, the Company has determined it is not the primary beneficiary of one joint venture that meets the definition of a VIE. Due to its significant influence over the non-consolidated entity, the Company accounts for it using the equity method of accounting. Under the equity method, the Company initially records the investment at cost and subsequently adjusts for equity in earnings or losses and cash contributions and distributions. The Company's net equity investment is reflected within prepaid expenses and other assets on the Consolidated Balance Sheets which represents the

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Company's maximum exposure for loss. The Company's share of net income or loss from the entity is included within other income on the Consolidated Statements of Operations. The Company owns 21% of the non-consolidated entity.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of commitments and contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates, including those related to acquiring, developing and assessing the carrying values of its real estate properties, its accrued liabilities and its performance-based equity compensation awards. The Company bases its estimates on historical experience, current market conditions and various other assumptions that are believed to be reasonable under the circumstances. Actual results could materially differ from these estimates.

Recently Issued Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board ("the FASB") in the form of Accounting Standards Update ("ASU"). The following ASUs were adopted by the Company in 2017:

| Standard | Description | Effect on the Financial Statements or Other Significant Matters |
|---|---|--|
| ASU 2017-04, Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment | This guidance removes step two from the goodwill impairment test. As a result, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. | The Company early adopted this guidance during the second quarter of 2017 and applied it prospectively. The adoption did not have an impact on the Company's consolidated financial statements. |
| ASU 2017-03, Accounting Changes and Error Corrections (Topic 250) and Investments—Equity Method and Joint Ventures (Topic 323): Amendments to SEC Paragraphs Pursuant to Staff Announcements at the September 22, 2016 and November 17, 2016 EITF Meetings (SEC Update) | The guidance in this ASU is based on two SEC staff announcements made at the September 2016 and November 2016 EITF meetings. In the September meeting, the SEC announced that a registrant should disclose the potential material effects of the ASUs related to revenues, leases and credit losses on financial instruments. As a result of the November meeting, the ASU conforms Accounting Standards Codification ("ASC") 323 to the guidance issued in ASU 2014-01 related to investments in | The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. With the adoption, the Company provided updates on its implementation of the ASUs related to revenue, leases and credit losses on financial instruments. Please refer to sections below for updates on the implementation of revenue and lease ASUs. The ASU related to credit losses on financial instruments could have a material impact on trade receivables and the Company is currently assessing the |

qualified affordable housing projects.

impact of this ASU on its consolidated financial statements and notes to the consolidated financial statements.

ASU 2016-19, Technical Corrections and Improvements

The technical corrections make minor change to certain aspects of the FASB ASC, including changes to resolve differences between current and pre-Codification guidance, updates to wording, references to avoid misapplication and textual simplifications to increase the Codification's utility and understandability and minor amendments to guidance that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities.

The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. The adoption did not have a material impact on the Company's consolidated financial statements.

ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)

This guidance requires entities to include restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning of period and end of period total amounts shown on the statement of cash flows.

The Company early adopted this guidance during the second quarter of 2017 and applied it retrospectively. Pursuant to the adoption, the Company revised the Consolidated Statement of Cash Flows and disclosed the reconciliation to the related captions in the Consolidated Balance Sheets in Note 19.

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

| Standard | Description | Effect on the Financial Statements or Other Significant Matters |
|--|--|---|
| ASU 2016-17, Consolidation (Topic 810): Interests Held through Related Parties That Are under Common Control | This guidance outlines how a single decisionmaker of a VIE should treat indirect interests held through other related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. | The Company adopted this guidance during the first quarter of 2017 and applied it retrospectively. The adoption did not have a material impact on the Company’s consolidated financial statements and did not change the consolidation conclusion. |
| ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments | This ASU clarifies how certain transactions should be classified in the statement of cash flows, including debt prepayment costs, contingent consideration payments made after a business combination and distributions received from equity method investments. The ASU provides two approaches to determine the classification of cash distributions received from equity method investments: (i) the “cumulative earnings” approach, under which distributions up to the amount of cumulative equity in earnings recognized will be classified as cash inflows from operating activities, and those in excess of that amount will be classified as cash inflows from investing activities and (ii) the “nature of the distribution” approach, under which distributions will be classified based on the nature of the underlying activity that generated cash distributions. The guidance requires a Company to elect either the “cumulative earnings” approach or the “nature of the distribution” approach at the time of adoption. | The Company early adopted this guidance during the second quarter of 2017 and applied it retrospectively. Pursuant to the adoption, the Company elected the “nature of the distribution” approach related to the distributions received from its equity method investments. The adoption did not have an impact on the Company’s Consolidated Statements of Cash Flows. |
| ASU 2016-07, Investments—Equity Method and Joint Ventures (Topic 323), Simplifying the Transition to the Equity Method of Accounting | The guidance eliminates the requirement that an investor retrospectively apply equity method accounting when an investment that it had accounted for by another method initially qualifies for use of the equity method. The guidance also requires an investor that has an available-for-sale security that subsequently qualifies for the equity method to recognize in net income the unrealized holding gains or losses in accumulated other comprehensive income related to that security when it begins applying the equity method. It is required to apply this guidance prospectively. | The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. The adoption did not have a material impact on the Company’s consolidated financial statements. |
| ASU 2016-05, Derivatives and Hedging (Topic 815), Effect of Derivative Contract Novations on Existing Hedge | The guidance states that the novation of a derivative contract (e.g., a change in the counterparty) in a hedge accounting relationship does not, in and of itself, require de-designation of that hedge accounting relationship. The hedge accounting relationship could continue uninterrupted if all of the other hedge accounting criteria are met, | The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. The adoption did not have a material impact on the Company’s consolidated |

Accounting Relationships including the expectation that the hedge will be highly effective when the creditworthiness of the new counterparty to the derivative contract is considered. Either a prospective or a modified retrospective approach can be applied. financial statements.

Update on ASC 606, Revenue from Contracts with Customers (“ASC 606”), implementation

On May 28, 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This guidance outlines a single comprehensive model for entities to use in accounting for revenues arising from contracts with customers and specifically notes that lease contracts with customers are a scope exception. The FASB has subsequently issued other ASUs to amend and provide further guidance related to ASC 606. These ASUs are effective for annual reporting periods (including interim periods) beginning after December 15, 2017. Either the full retrospective basis (to the beginning of its contracts) or modified retrospective method (from the beginning of the latest fiscal year of adoption) is permitted.

The Company has compiled an inventory of sources of revenues and have preliminarily identified three revenue streams. Two of these revenue streams will be accounted for under ASC 606 when it becomes effective on January 1, 2018. The remaining revenue stream, which is integral to the Company’s leasing revenues, will be accounted for under ASC 606, effective with the adoption of ASC 842, Leases (“ASC 842”), on January 1, 2019. The Company is in the process of evaluating the impact on its consolidated financial statements but expects that the recognition of revenues will not be impacted by this standard. The Company plans to adopt ASC 606 on January 1, 2018 using the modified retrospective approach.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Update on ASC 842 implementation

On February 25, 2016, the FASB issued ASU 2016-02 to amend the accounting guidance for leases and sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both parties to a lease agreement (i.e., lessees and lessors).

ASC 842 provides practical expedience that allow entities to not (i) reassess whether any expired or existing contracts are or contain leases; (ii) reassess the lease classification for any expired or existing leases; (iii) reassess initial direct costs for any existing leases. This ASU is effective for annual reporting periods (including interim periods) beginning after December 15, 2018. A modified retrospective approach must be applied for leases that exist or are entered into after the beginning of the earliest comparative period presented in the consolidated financial statements.

The Company plans to adopt the standard on January 1, 2019 and expects to adopt using the practical expedience elections.

Lessor Accounting

The Company recognized rental revenues and tenant recoveries of \$175.3 million and \$501.4 million for the three and nine months ended September 30, 2017. This ASU requires companies to identify lease and non-lease components of a lease agreement. Lease components relate to the right to use the leased asset and non-lease components relate to payments for goods or services that are transferred separately from the right to use the underlying asset. Total lease consideration is allocated to lease and non-lease components on a relative standalone basis. The recognition of revenues related to lease components will be governed by ASC 842 while revenue related to non-lease components will be subject to ASC 606.

Under current accounting standards, the Company recognizes rental revenue from tenants on a straight-line basis over the lease term when collectability is reasonably assured and the tenant has taken possession or controls the physical use of the leased asset. Tenant recoveries related to reimbursement of real estate taxes, insurance, repairs and maintenance, and other operating expenses are recognized as revenue in the period during which the applicable expenses are incurred. The reimbursements are recognized and presented gross, as we are generally the primary obligor with respect to purchasing goods and services from third-party suppliers, have discretion in selecting the supplier and bear the associated credit risk.

The Company has not completed its analysis of this ASU but expects that lessors will continue to recognize the lease revenue component using an approach that is substantially equivalent to existing guidance. The Company expects that tenant recoveries will be separated into lease and non-lease components.

The ASU also requires lessors to capitalize only those costs that are defined as initial direct costs. Under the current accounting standards, the Company capitalizes initial direct and indirect leasing costs. During the three and nine months ended September 30, 2017, the Company capitalized \$1.8 million and \$5.0 million of indirect leasing costs, respectively. Under this new ASU, these costs will be expensed as incurred.

Lessee Accounting

As of September 30, 2017, the future undiscounted minimum lease payments under the Company's ground leases totaled \$456.3 million. This guidance requires lessees to record a lease liability at lease inception, with a corresponding right-of-use asset, except for short-term leases. The Company continues to evaluate the amount of right-of-use asset and lease liability that will need to be recorded with respect to its ground leases where it is the lessee.

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Other recently issued ASUs

The Company considers the applicability and impact of all ASUs. The following table lists the recently issued ASUs that have not been disclosed in the Company's 2016 Annual Report on Form 10-K and have not been adopted by the Company. The list excludes those ASUs that are not expected to have a material impact on the Company's consolidated financial statements.

| Standard | Description | Effective Date | Effect on the Financial Statements or Other Significant Matters |
|---|---|--|---|
| ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities | The guidance eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. Therefore, a cumulative effect adjustment related to elimination of ineffectiveness measurement is required to be recorded to the opening balance of retained earnings as of the beginning of the fiscal year of adoption for cash flow hedge. The guidance also eases certain documentation and assessment requirements and modifies the accounting for components excluded from the assessment of hedge effectiveness. This guidance must be applied using a modified retrospective approach. | Effective for annual reporting periods (including interim periods) beginning after December 15, 2018 | The Company is currently evaluating the impact of this standard on its consolidated financial statements and notes to the consolidated financial statements. The Company expects that the adoption would impact derivative instruments that have portions of ineffectiveness. The Company plans to early adopt this guidance during the first quarter in 2018 and apply it using the modified retrospective approach. |
| ASU 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting | The guidance clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. This guidance must be applied prospectively. | Effective for annual reporting periods (including interim periods) beginning after December 15, 2017 | The Company does not currently expect a material impact of this ASU on its consolidated financial statements and notes to the consolidated financial statements. The Company plans to adopt this guidance during the first quarter in 2018. |
| ASU 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition | The guidance updates the definition of an in substance nonfinancial asset and clarifies the scope of ASC 610-20 on the sale or transfer of nonfinancial assets to noncustomers, including partial sales. It also clarifies the derecognition guidance for nonfinancial assets to | Effective for annual reporting periods (including interim periods) | The Company currently expects that the adoption of this ASU could have a material impact on its consolidated financial statements; however, such impact will not be known until the Company disposes of |

| | | | |
|--|---|-----------------------------------|--|
| Guidance and Accounting for Partial Sales of Nonfinancial Assets | conform with the new revenue recognition standard. Either a full or modified retrospective approach can be applied. | beginning after December 15, 2017 | any of its investments in real estate properties, which would all be sales of nonfinancial assets. The Company plans to adopt this guidance during the first quarter in 2018 and apply it using the modified retrospective approach. |
|--|---|-----------------------------------|--|

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

3. Investment in Real Estate

Real estate held for investment

The following table summarizes the Company's investment in real estate, at cost as of:

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------|----------------------|
| Land | \$ 1,369,320 | \$ 1,221,450 |
| Building and improvements | 4,526,416 | 4,217,232 |
| Tenant improvements | 389,284 | 361,108 |
| Furniture and fixtures | 8,217 | 4,264 |
| Property under development | 265,661 | 295,239 |
| Investment in real estate, at cost ⁽¹⁾ | \$ 6,558,898 | \$ 6,099,293 |

(1) Excludes balances related to properties that have been classified as held for sale.

Acquisitions

The Company's acquisitions are accounted for using the acquisition method. The results of operations for each of these acquisitions are included in the Company's Consolidated Statements of Operations from the date of acquisition.

The Company evaluates each acquisition to determine if the integrated set of assets and activities acquired meet the definition of a business and need to be accounted for as a business combination in accordance with ASC 805, Business Combinations. An integrated set of assets and activities would fail to qualify as a business if either (i) substantially all of the fair value of the gross assets acquired is concentrated in either a single identifiable asset or a group of similar identifiable assets or (ii) the integrated set of assets and activities is lacking, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs (i.e., revenue generated before and after the transaction). An acquired process is considered substantive if (i) the process includes an organized workforce (or includes an acquired contract that provides access to an organized workforce) that is skilled, knowledgeable and experienced in performing the process, (ii) the process cannot be replaced without significant cost, effort, or delay or (iii) the process is considered unique or scarce.

The Company assesses fair value based on Level 2 and Level 3 inputs within the fair value framework, which includes estimated cash flow projections that utilize appropriate discount, capitalization rates, renewal probability and available market information, which includes market rental rate and market rent growth rates. Estimates of future cash flows are based on a number of factors, including historical operating results, known and anticipated trends and market and economic conditions.

The fair value of tangible assets of an acquired property considers the value of the property as if it were vacant. The fair value of acquired "above- and below-" market leases are based on the estimated cash flow projections utilizing discount rates that reflect the risks associated with the leases acquired. The amount recorded is based on the present value of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the extended below-market term for any leases with below-market renewal options. Other intangible assets acquired include amounts for in-place lease values that are based on the Company's evaluation of the specific characteristics of each tenant's lease. Factors considered include

estimates of carrying costs during hypothetical expected lease-up periods, market conditions and costs to execute similar leases. In estimating carrying costs, the Company includes estimates of lost rents at market rates during the hypothetical expected lease-up periods, which are dependent on local market conditions. In estimating costs to execute similar leases, the Company considers leasing commissions and legal and other related costs.

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table summarizes the information on the acquisitions completed during the nine months ended September 30, 2017:

| Property | Submarket | Segment | Date of Acquisition | Square Feet (unaudited) | Purchase Price ⁽¹⁾ (in millions) |
|--|------------------|-------------------------|---------------------|-------------------------|---|
| Sunset Las Palmas Studios ⁽²⁾ | Hollywood | Media and Entertainment | 5/1/2017 | 369,000 | \$ 200.0 |
| 11601 Wilshire land ⁽³⁾ | West Los Angeles | Office | 6/15/2017 | N/A | 50.0 |
| 6666 Santa Monica ⁽⁴⁾ | Hollywood | Media and Entertainment | 6/29/2017 | 4,150 | 3.2 |
| Total acquisitions | | | | 373,150 | \$ 253.2 |

(1) Represents purchase price before certain credits, proration and closing costs.

The property consists of stages, production office and support space on 15 acres near Sunset Gower Studios and Sunset Bronson Studios. The purchase price above does not include equipment purchased by the Company for \$2.8 million, which was transacted separately from the studio acquisition. In April 2017, the Company drew \$150.0 million under the unsecured revolving credit facility to fund the acquisition.

(2) On July 1, 2016 the Company purchased a partial interest in land held as a tenancy in common in conjunction with its acquisition of the 11601 Wilshire property. The land interest held as a tenancy in common was accounted for as an equity method investment. On June 15, 2017, the Company purchased the remaining interest, which was fair valued and allocated to land and building.

(3) This parcel is adjacent to the Sunset Las Palmas Studios property.

The Company's acquisitions did not meet the definition of a business and were therefore accounted for as asset acquisitions. In accordance with asset acquisitions, the purchase price includes capitalized acquisition costs. The following table represents the Company's final aggregate purchase price accounting, as of the respective acquisition dates, for each of the Company's acquisitions completed in the nine months ended September 30, 2017:

| | Sunset Las Palmas Studios ⁽¹⁾ | 11601 Wilshire land | 6666 Santa Monica | Total |
|--|--|---------------------|-------------------|------------|
| Investment in real estate | \$ 202,723 | \$ 50,034 | \$ 3,091 | \$ 255,848 |
| Deferred leasing costs and in-place lease intangibles ⁽²⁾ | 1,741 | — | 145 | 1,886 |
| Total assets assumed | \$ 204,464 | \$ 50,034 | \$ 3,236 | \$ 257,734 |

(1) The purchase price allocation includes equipment purchased by the Company of \$2.8 million.

(2) Represents weighted-average amortization period of 1.21 years.

Dispositions

The following table summarizes the properties sold during the nine months ended September 30, 2017. These properties were non-strategic assets to the Company's portfolio:

| Property | Date of Disposition | Square Feet (unaudited) | Sales Price ⁽¹⁾ |
|----------|---------------------|-------------------------|----------------------------|
|----------|---------------------|-------------------------|----------------------------|

| | | | (in millions) |
|---------------------|-----------|---------|------------------|
| 222 Kearny Street | 2/14/2017 | 148,797 | \$ 51.8 |
| 3402 Pico Boulevard | 3/21/2017 | 50,687 | 35.0 |
| Total dispositions | | 199,484 | \$ 86.8 |

(1) Represents gross sales price before certain credits, prorations and closing costs.

The dispositions of these properties resulted in a \$16.9 million gain for the nine months ended September 30, 2017. This amount is included in gains on sale of real estate in the Consolidated Statements of Operations. There were no dispositions during the three months ended September 30, 2017.

Held for Sale

The Company had four properties classified as held for sale as of December 31, 2016. Two properties were disposed of during the first quarter of 2017. The Company entered into an agreement on September 14, 2017 to sell its ownership interest in the consolidated joint venture that owns Pinnacle I and Pinnacle II to certain affiliates of Blackstone for \$350.0 million, before credits, prorations and closing costs, including the assumption of \$216.0 million of secured notes payable. The sale of Pinnacle I and Pinnacle II is expected to close in the fourth quarter of 2017.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table summarizes the components of assets and liabilities associated with real estate held for sale as of:

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Investment in real estate, net | \$ 302,992 | \$ 371,422 |
| Accounts receivable, net | 11 | 357 |
| Straight-line rent receivables, net | 5,220 | 5,949 |
| Deferred leasing costs and lease intangible assets, net | 13,204 | 17,798 |
| Prepaid expenses and other assets, net | 10 | 959 |
| Assets associated with real estate held for sale | \$ 321,437 | \$ 396,485 |
| LIABILITIES | | |
| Notes payable, net | \$ 214,818 | \$ 214,687 |
| Accounts payable and accrued liabilities | 3,229 | 6,517 |
| Lease intangible liabilities, net | 5,316 | 6,588 |
| Security deposits and prepaid rent | 669 | 2,643 |
| Liabilities associated with real estate held for sale | \$ 224,032 | \$ 230,435 |

Impairment of Long-Lived Assets

No impairment indicators have been noted and the Company recorded no impairment charges for the nine months ended September 30, 2017.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

4. Deferred Leasing Costs and Lease Intangibles, net

The following summarizes the Company's deferred leasing costs and lease intangibles as of:

| | September 30, December 31, | |
|--|----------------------------|------------|
| | 2017 | 2016 |
| Above-market leases | \$ 19,622 | \$ 23,430 |
| Accumulated amortization | (14,299) | (12,989) |
| Above-market leases, net | 5,323 | 10,441 |
| Deferred leasing costs and in-place lease intangibles | 316,695 | 350,747 |
| Accumulated amortization | (128,598) | (133,511) |
| Deferred leasing costs and in-place lease intangibles, net | 188,097 | 217,236 |
| Below-market ground leases | 71,210 | 71,423 |
| Accumulated amortization | (6,799) | (4,891) |
| Below-market ground leases, net | 64,411 | 66,532 |
| Deferred leasing costs and lease intangible assets, net ⁽¹⁾ | \$ 257,831 | \$ 294,209 |
| Below-market leases | \$ 111,443 | \$ 128,817 |
| Accumulated amortization | (57,081) | (56,254) |
| Below-market leases, net | 54,362 | 72,563 |
| Above-market ground leases | 1,095 | 1,095 |
| Accumulated amortization | (122) | (89) |
| Above-market ground leases, net | 973 | 1,006 |
| Lease intangible liabilities, net ⁽¹⁾ | \$ 55,335 | \$ 73,569 |

(1) Excludes balances related to properties that have been classified as held for sale.

The Company recognized the following amortization related to deferred leasing costs and lease intangibles:

| | Three Months | | Nine Months | |
|--|---------------|----------|---------------|-----------|
| | Ended | | Ended | |
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Above-market leases ⁽¹⁾ | \$ 1,855 | \$ 2,809 | \$ 5,122 | \$ 10,223 |
| Below-market leases ⁽¹⁾ | 5,776 | 7,311 | 19,448 | 24,027 |
| Deferred leasing costs and in-place lease intangibles ⁽²⁾ | 17,376 | 20,742 | 57,813 | 65,408 |
| Above-market ground leases ⁽³⁾ | 11 | 11 | 33 | 33 |
| Below-market ground leases ⁽³⁾ | 629 | 545 | 2,121 | 1,637 |

(1) Amortization is recorded in revenues in the Consolidated Statements of Operations.

(2) Amortization is recorded in depreciation and amortization expenses and office rental revenues in the Consolidated Statements of Operations.

(3) Amortization is recorded in office operating expenses in the Consolidated Statements of Operations.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

5. Accounts Receivable, net

The Company's accounting policy and methodology used to estimate the allowance for doubtful accounts is discussed in the Company's 2016 Annual Report on Form 10-K. The following table summarizes the Company's accounts receivable, net of allowance for doubtful accounts as of:

| | September 30, December 31, | |
|---|----------------------------|----------|
| | 2017 | 2016 |
| Accounts receivable | \$ 6,643 | \$ 8,660 |
| Allowance for doubtful accounts | (1,629) | (1,827) |
| Accounts receivable, net ⁽¹⁾ | \$ 5,014 | \$ 6,833 |

(1) Excludes balances related to properties that have been classified as held for sale.

6. Straight-line Rent Receivables, net

The Company's accounting policy and methodology used to estimate the allowance for doubtful accounts is discussed in the Company's 2016 Annual Report on Form 10-K. The following table represents the Company's straight-line rent receivables, net of allowance for doubtful accounts as of:

| | September 30, December 31, | |
|--|----------------------------|-----------|
| | 2017 | 2016 |
| Straight-line rent receivables | \$ 97,191 | \$ 82,245 |
| Allowance for doubtful accounts | (7) | (136) |
| Straight-line rent receivables, net ⁽¹⁾ | \$ 97,184 | \$ 82,109 |

(1) Excludes balances related to properties that have been classified as held for sale.

7. Prepaid Expenses and Other Assets, net

The following table summarizes the Company's prepaid expenses and other assets, net as of:

| | September 30, December 31, | |
|--|----------------------------|-----------|
| | 2017 | 2016 |
| Investment in unconsolidated entities | \$ 14,093 | \$ 37,228 |
| Goodwill | 8,754 | 8,754 |
| Derivative assets | 6,250 | 5,935 |
| Other | 28,263 | 27,141 |
| Prepaid expenses and other assets, net | \$ 57,360 | \$ 79,058 |

(1) Excludes balances related to properties that have been classified as held for sale.

No goodwill impairment indicators have been noted during the nine months ended September 30, 2017.

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

8. Notes Payable, net

The following table sets forth information with respect to the amounts included in notes payable, net as of:

| | September 30, 2017 | December 31, 2016 | Interest Rate ⁽¹⁾ | Contractual Maturity Date | |
|---|-----------------------|----------------------|------------------------------|------------------------------|-----|
| UNSECURED NOTES PAYABLE | | | | | |
| Unsecured Revolving Credit Facility ⁽²⁾ | \$ 250,000 | \$ 300,000 | LIBOR + 1.15% to 1.85% | 4/1/2019 | (3) |
| 5-Year Term Loan due April 2020 ⁽²⁾⁽⁴⁾ | 450,000 | 450,000 | LIBOR + 1.30% to 2.20% | 4/1/2020 | |
| 5-Year Term Loan due November 2020 ⁽²⁾ | 175,000 | 175,000 | LIBOR + 1.30% to 2.20% | 11/17/2020 | |
| 7-Year Term Loan due April 2022 ⁽²⁾⁽⁵⁾ | 350,000 | 350,000 | LIBOR + 1.60% to 2.55% | 4/1/2022 | |
| 7-Year Term Loan due November 2022 ⁽²⁾⁽⁶⁾ | 125,000 | 125,000 | LIBOR + 1.60% to 2.55% | 11/17/2022 | |
| Series A Notes | 110,000 | 110,000 | 4.34% | 1/2/2023 | |
| Series E Notes | 50,000 | 50,000 | 3.66% | 9/15/2023 | |
| Series B Notes | 259,000 | 259,000 | 4.69% | 12/16/2025 | |
| Series D Notes | 150,000 | 150,000 | 3.98% | 7/6/2026 | |
| Series C Notes | 56,000 | 56,000 | 4.79% | 12/16/2027 | |
| TOTAL UNSECURED NOTES PAYABLE | 1,975,000 | 2,025,000 | | | |
| SECURED NOTES PAYABLE | | | | | |
| Rincon Center ⁽⁷⁾ | 98,896 | 100,409 | 5.13% | 5/1/2018 | |
| Sunset Gower Studios/Sunset Bronson Studios | 5,001 | 5,001 | LIBOR + 2.25% | 3/4/2019 | (3) |
| Met Park North ⁽⁸⁾ | 64,500 | 64,500 | LIBOR + 1.55% | 8/1/2020 | |
| 10950 Washington ⁽⁷⁾ | 27,549 | 27,929 | 5.32% | 3/11/2022 | |
| Pinnacle I ⁽⁹⁾⁽¹⁰⁾ | 129,000 | 129,000 | 3.95% | 11/7/2022 | |
| Element LA | 168,000 | 168,000 | 4.59% | 11/6/2025 | |
| Pinnacle II ⁽¹⁰⁾ | 87,000 | 87,000 | 4.30% | 6/11/2026 | |
| Hill7 ⁽¹¹⁾ | 101,000 | 101,000 | 3.38% | 11/6/2026 | |
| TOTAL SECURED NOTES PAYABLE | 680,946 | 682,839 | | | |
| TOTAL NOTES PAYABLE | 2,655,946 | 2,707,839 | | | |
| Held for sale balances ⁽¹⁰⁾ | (216,000) | (216,000) | | | |
| Deferred financing costs, net ⁽¹²⁾ | (15,588) | (18,516) | | | |
| TOTAL NOTES PAYABLE, NET⁽¹³⁾ | \$ 2,424,358 | \$ 2,473,323 | | | |

Interest rate with respect to indebtedness is calculated on the basis of a 360-day year for the actual days elapsed.

(1) Interest rates are as of September 30, 2017, which may be different than the interest rates as of December 31, 2016 for corresponding indebtedness.

(2) The Company has the option to make an irrevocable election to change the interest rate depending on the Company's credit rating. As of September 30, 2017, no such election had been made.

- (3) The maturity date may be extended once for an additional one-year term.
- (4) Effective July 2016, \$300.0 million of the term loan was effectively fixed at 2.75% to 3.65% per annum through the use of two interest rate swaps. See Note 10 for details.
- (5) Effective July 2016, the outstanding balance of the term loan was effectively fixed at 3.36% to 4.31% per annum through the use of two interest rate swaps. See Note 10 for details.
- (6) Effective June 1, 2016, the outstanding balance of the term loan was effectively fixed at 3.03% to 3.98% per annum through the use of an interest rate swap. See Note 10 for details.
- (7) Monthly debt service includes annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.
- (8) This loan bears interest only. Interest on the full loan amount was effectively fixed at 3.71% per annum through the use of an interest rate swap. See Note 10 for details.
- (9) This loan bears interest only for the first five years. Beginning with the payment due December 6, 2017, monthly debt service will include annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.
- (10) The Company owns 65% of the ownership interests in the consolidated joint venture that owns the Pinnacle I and II properties. The full amount of the loan is shown. The Company entered into an agreement on September 14, 2017 to sell its ownership interest in the consolidated joint venture that owns Pinnacle I and Pinnacle II. The sale is expected to close in the fourth quarter of 2017. These properties meet the definition of properties held for sale.
- (11) The Company owns 55% of the ownership interest in the consolidated joint venture that owns the Hill7 property. The full amount of the loan is shown. The maturity date of this loan can be extended for an additional two years at a higher interest rate and with principal amortization.
- (12) Excludes deferred financing costs related to properties held for sale and amounts related to establishing the Company's unsecured revolving credit facility.
- (13) Excludes amounts related to a public offering of senior notes that closed October 2, 2017.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Current year activity

On September 14, 2017, the Company entered into an agreement to sell its ownership interests in the consolidated joint venture that owns the Pinnacle I and Pinnacle II properties to certain affiliates of Blackstone for \$350.0 million, before credits, prorations and closing costs, including the assumption of \$216.0 million of secured notes payable. The loan balance related to these properties as of September 30, 2017 and December 31, 2016 is reflected in liabilities associated with real estate held for sale in the Consolidated Balance Sheets.

On October 2, 2017, our operating partnership completed an underwritten public offering of \$400.0 million in senior notes due November 1, 2027. The notes were issued at 99.815% of par, with a coupon of 3.950%. The notes are fully and unconditionally guaranteed by the Company. The net proceeds from the offering, after deducting the underwriting discount and offering expenses, were approximately \$396.7 million, which was used to repay \$150.0 million of the Company's 5-year term loan due April 2020 with the remainder of the net proceeds, together with cash on hand, used to fully repay the \$250.0 million balance outstanding under the Company's unsecured revolving credit facility.

Indebtedness

The Company presents its financial statements on a consolidated basis. Notwithstanding such presentation, except to the extent expressly indicated, such as in the case of the project financing for Sunset Gower Studios and Sunset Bronson Studios, the Company's separate property-owning subsidiaries are not obligors of the debt of their respective affiliates and each property-owning subsidiary's separate liabilities do not constitute obligations of its respective affiliates.

Loan agreements include events of default that the Company believes are usual for loan and transactions of this type. As of the date of this filing, there have been no events of default associated with the Company's loans.

The following table summarizes the minimum future principal payments due (before the impact of extension options, if applicable) on the operating partnership's secured and unsecured notes payable as of September 30, 2017:

| Year | Annual Principal Payments |
|----------------------|---------------------------------|
| Remaining 2017 | \$821 |
| 2018 | 101,157 |
| 2019 | 257,886 |
| 2020 | 692,493 |
| 2021 | 3,142 |
| Thereafter | 1,600,447 |
| Total ⁽¹⁾ | \$2,655,946 |

(1) Includes balances related to properties that have been classified as held for sale.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Unsecured Revolving Credit Facility

The operating partnership's unsecured revolving credit facility is amended from time to time. The terms of the arrangement are more fully described in the Company's 2016 Annual Report on Form 10-K. The Company uses the unsecured revolving credit facility to finance the acquisition of other properties, to provide funds for tenant improvements and capital expenditures and to provide for working capital and other corporate purposes. The following table summarizes the balance and key terms of the unsecured revolving credit facility as of:

| | September 30, December 31, | |
|--|----------------------------|------------|
| | 2017 | 2016 |
| Outstanding borrowings | \$250,000 | \$ 300,000 |
| Remaining borrowing capacity | 150,000 | 100,000 |
| Total borrowing capacity | \$400,000 | \$ 400,000 |
| Interest rate ⁽¹⁾ | LIBOR + 1.15% to 1.85% | |
| Facility fee-annual rate ⁽¹⁾ | 0.20% or 0.35% | |
| Contractual maturity date ⁽²⁾ | 4/1/2019 | |

(1) The rate is based on the operating partnership's leverage ratio.

(2) The maturity date may be extended once for an additional one-year term.

Debt Covenants

The operating partnership's ability to borrow under its unsecured loan arrangements remains subject to ongoing compliance with financial and other covenants as defined in the respective agreements. Certain financial covenant ratios are subject to change in the occurrence of material acquisitions as defined in the respective agreements. Other covenants include certain limitations on dividend payouts and distributions, limits on certain types of investments outside of the operating partnership's primary business and other customary affirmative and negative covenants.

The following table summarizes existing covenants and their covenant levels, when considering the most restrictive terms:

| Covenant Ratio | Covenant Level |
|-------------------------------------|----------------------|
| Leverage ratio | maximum of 0.60:1.00 |
| Unencumbered leverage ratio | maximum of 0.60:1.00 |
| Fixed charge coverage ratio | minimum of 1.50:1.00 |
| Secured indebtedness leverage ratio | maximum of 0.45:1.00 |
| Unsecured interest coverage ratio | minimum of 2.00:1.00 |

The operating partnership was in compliance with its financial covenants as of September 30, 2017.

Repayment Guarantees

Sunset Gower Studios and Sunset Bronson Studios Loan

In connection with the loan secured by the Sunset Gower Studios and Sunset Bronson Studios properties, the Company has guaranteed in favor of and promised to pay to the lender 19.5% of the principal payable under the loan in the event the borrower, a wholly-owned entity of the operating partnership, does not do so. As of September 30,

2017, the outstanding balance was \$5.0 million, which results in a maximum guarantee amount for the principal under this loan of \$1.0 million. Furthermore, the Company agreed to guarantee the completion of the construction improvements, including tenant improvements, as defined in the agreement, in the event of any default of the borrower. If the borrower fails to complete the remaining required work, the guarantor agrees to perform timely all of the completion obligations, as defined in the agreement. As of the date of this filing, there has been no event of default associated with this loan.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Other Loans

Although the rest of the operating partnership's loans are secured and non-recourse, the operating partnership provides limited customary secured debt guarantees for items such as voluntary bankruptcy, fraud, misapplication of payments and environmental liabilities.

Interest Expense

The following table represents a reconciliation from the gross interest expense to the amount on the interest expense line item in the Consolidated Statements of Operations:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|--|----------|---------------------------------------|----------|
| | 2017 | 2016 | 2017 | 2016 |
| Gross interest expense ⁽¹⁾ | \$24,107 | \$21,726 | \$70,345 | \$59,911 |
| Capitalized interest | (2,831) | (2,960) | (7,817) | (8,414) |
| Amortization of deferred financing costs and loan premium, net | 1,185 | 1,144 | 3,558 | 3,278 |
| Interest expense | \$22,461 | \$19,910 | \$66,086 | \$54,775 |

(1)Includes interest on the Company's notes payable and hedging activities.

9. Security Deposits and Prepaid Rent

The following table summarizes the Company's security deposits and prepaid rent as of:

| | September 30, December 31, | |
|---|----------------------------|-----------|
| | 2017 | 2016 |
| Security deposits | \$ 36,881 | \$ 31,064 |
| Prepaid rent | 29,618 | 39,404 |
| Security deposits and prepaid rent ⁽¹⁾ | \$ 66,499 | \$ 70,468 |

(1)Excludes balances related to properties that have been classified as held for sale.

10. Derivative Instruments

The Company enters into derivative instruments in order to hedge interest rate risk. The Company had six interest rate swaps with aggregate notional amounts of \$839.5 million as of September 30, 2017 and December 31, 2016. These derivative instruments were designated as effective cash flow hedges for accounting purposes. There is no impact on the Company's Consolidated Statements of Cash Flows.

The Company's derivative instruments are classified as Level 2 and their fair values are derived from estimated values obtained from observable market data for similar instruments.

5-Year Term Loan due April 2020 and 7-Year Term Loan due April 2022

On April 1, 2015, the Company effectively hedged \$300.0 million of the 5-Year Term Loan due April 2020 through two interest rate swaps, each with a notional amount of \$150.0 million, which, effective as of May 1, 2015, swapped

one-month LIBOR to a fixed rate of 1.36% through the loan's maturity. Therefore, the interest rate is effectively fixed at 2.66% to 3.56%, depending on the operating partnership's leverage ratio. The unhedged portion bears interest at a rate equal to one-month LIBOR plus 1.30% to 2.20%, depending on the operating partnership's leverage ratio.

The Company also effectively hedged its \$350.0 million 7-Year Term Loan due April 2022 through two interest rate swaps, which, effective as of May 1, 2015, swapped one-month LIBOR to a fixed rate of 1.61% through the loan's maturity. Therefore, the interest rate is effectively fixed at 3.21% to 4.16% depending on the operating partnership's leverage ratio.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

In July 2016, the derivative instruments described above were amended to include a 0.00% floor to one-month LIBOR and then de-designated the original swap and designated the amended swap as a hedge in order to minimize the ineffective portion of the original derivative instruments. Therefore, the effective interest rate increased to a range of 2.75% to 3.65% with respect to \$300.0 million of the 5-Year Term Loan due April 2020 and 3.36% to 4.31% with respect to the 7-year Term Loan due April 2022, in each case, per annum. The interest rate within the range is based on the operating partnership's leverage ratio. The amount included in accumulated other comprehensive income (loss) prior to the de-designation is amortized into interest expense over the remaining original terms of the derivative instruments.

For the three and nine months ended September 30, 2017, the Company recognized an unrealized loss of \$37 thousand and \$82 thousand, respectively, reflected in the unrealized loss (gain) on ineffective portion of derivative instruments line item on the Consolidated Statements of Operations. For the three and nine months ended September 30, 2016, the Company recognized an unrealized gain of \$0.9 million and an unrealized loss of \$1.6 million, respectively.

7-Year Term Loan due November 2022

On May 3, 2016, the Company entered into a derivative instrument with respect to \$125.0 million of the 7-Year Term Loan due November 2022. This derivative instrument became effective on June 1, 2016 and swapped one-month LIBOR, which includes a 0.00% floor, to a fixed rate of 1.43% through the loan's maturity.

Met Park North

On July 31, 2013, the Company closed a seven-year loan totaling \$64.5 million with Union Bank, N.A., secured by the Met Park North property. The loan bears interest at a rate equal to one-month LIBOR plus 1.55%. The full loan is subject to an interest rate contract that swaps one-month LIBOR to a fixed rate of 2.16% through the loan's maturity on August 1, 2020.

Overall

The fair market value of derivative instruments is presented on a gross basis in prepaid and other expenses, net and derivative liabilities line items on the Consolidated Balance Sheets. The derivative assets as of September 30, 2017 and December 31, 2016 were \$6.3 million and \$5.9 million, respectively. The derivative liabilities as of September 30, 2017 and December 31, 2016 were \$0.8 million and \$1.3 million, respectively.

The Company reclassifies into earnings in the same period during which the hedged forecasted transaction affects earnings. As of September 30, 2017, the Company expects \$1.1 million of unrealized loss included in accumulated other comprehensive loss will be reclassified to interest expense in the next 12 months.

11. Income Taxes

Hudson Pacific Properties, Inc. has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended ("the Code"), commencing with its taxable year ended December 31, 2010. Provided it continues to qualify for taxation as a REIT, Hudson Pacific Properties, Inc. is generally not subject to corporate level income tax on the earnings distributed currently to its stockholders. The Company has elected, together with one of its subsidiaries, to treat such subsidiary as a taxable REIT subsidiary ("TRS") for federal income tax purposes.

The Company's property-owning subsidiaries are limited liability companies and treated as pass-through entities or disregarded entities (or, in the case of the entities that own the 1455 Market Street and Hill7 properties, REITs) for federal income tax purposes. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements for the activities of these entities.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of September 30, 2017, the Company has not established a liability for uncertain tax positions.

The Company and its TRS file income tax returns with the U.S. federal government and various state and local jurisdictions. The Company and its TRS are no longer subject to tax examinations by tax authorities for years prior to 2012. The Company has assessed its tax positions for all open years, which include 2012 to 2016, and concluded that there are no material uncertainties to be recognized.

12. Future Minimum Lease Payments

Contingent rental expense is recorded in the period in which the contingent event becomes probable. The Company recognized rent for ground leases and a corporate office lease as follows:

| | Three Months Ended September 30, 2017 | | Nine Months Ended September 30, 2016 | |
|---------------------------|---|---------|--|---------|
| Contingent rental expense | \$2,191 | \$1,970 | \$6,025 | \$6,417 |
| Minimum rental expense | 2,952 | 3,070 | 9,203 | 10,064 |

The following table provides information regarding the Company's future minimum lease payments for its ground leases (before the impact of extension options, if applicable) as of September 30, 2017:

| Year | Ground Leases ⁽¹⁾ |
|----------------|---------------------------------|
| Remaining 2017 | \$3,359 |
| 2018 | 14,115 |
| 2019 | 14,165 |
| 2020 | 14,165 |
| 2021 | 14,165 |
| Thereafter | 396,307 |
| Total | \$456,276 |

(1) In situations where ground lease obligation adjustments are based on third-party appraisals of fair market land value, CPI adjustments and/or percentage of gross income that exceeds the minimum annual rent, the future minimum lease amounts above include the lease rental obligations in effect as of September 30, 2017.

13. Fair Value of Financial Instruments

The GAAP fair value framework uses a three-tiered approach. Fair value measurements are classified and disclosed in one of the following three categories:

Level 1: unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2: quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and

Level 3: prices or valuation techniques where little or no market data is available that require inputs that are both significant to the fair value measurement and unobservable.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The Company measures fair value of financial instruments using Level 2 inputs categorized within the fair value framework. The Company's financial assets and liabilities measured and reported at fair value on a recurring basis include the following as of:

| | September 30, 2017 | | | December 31, 2016 | | | | |
|------------------------|--------------------|---------|---------|-------------------|---------|---------|---------|---------|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| | 1 | 2 | 3 | Total | 1 | 2 | 3 | Total |
| Derivative assets | \$— | \$6,250 | \$— | \$6,250 | \$— | \$5,935 | \$— | \$5,935 |
| Derivative liabilities | — | 819 | — | 819 | — | 1,303 | — | 1,303 |

Other Financial Instruments

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities are reasonable estimates of fair value, using Level 1 inputs, because of the short-term nature of these instruments. Fair values for notes payable are estimates based on rates currently prevailing for similar instruments of similar maturities using Level 2 inputs. The table below represents the carrying value and fair value of the Company's notes payable as of:

| | September 30, 2017 | | December 31, 2016 | |
|---|--------------------|-------------|-------------------|-------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Unsecured notes payable ⁽¹⁾ | \$1,975,000 | \$1,962,238 | 2,025,000 | \$2,011,210 |
| Secured notes payable ⁽¹⁾⁽²⁾ | 680,946 | 669,181 | 682,839 | 669,924 |

(1) Amounts represent notes payable excluding net deferred financing costs.

(2) Includes balances related to properties that have been classified as held for sale.

14. Stock-Based Compensation

The Company has various stock compensation arrangements, which are more fully described in the 2016 Annual Report on Form 10-K. Under the 2010 Incentive Plan, as amended ("the 2010 Plan"), the Company's board of directors ("the Board") has the ability to grant, among other things, restricted stock, restricted stock units and performance-based awards.

The Board awards restricted shares to non-employee Board members on an annual basis as part of such Board members' annual compensation and to newly elected non-employee Board members in accordance with the Non-Employee Director Compensation Program. The time-based awards are generally issued in the second quarter in conjunction with the director's election to the Board and the individual share awards vest in equal annual installments over the applicable service vesting period, which is three years.

The Board awards time-based restricted shares to employees on an annual basis as part of the employees' annual compensation. The time-based awards are generally issued in the fourth quarter and the individual share awards vest in equal annual installments over the applicable service vesting period, which is generally three years. Additionally, certain restricted share awards are subject to a mandatory holding period upon vesting if the grantee is a named executive officer.

In December 2015, the Compensation Committee of the Board awarded a one-time special retention award to certain executives. The grants consist of time-based awards and performance-based awards. The time-based awards vest in

equal 25% installments over a four-year period, subject to the participant's continued employment. The performance-based awards vest over a four-year period, subject to the achievement of applicable performance goals and the participant's continued employment.

The Compensation Committee of the Board annually adopts a Hudson Pacific Properties, Inc. Outperformance Program ("OPP Plan") under the 2010 Plan. An award under the OPP Plan is ultimately earned to the extent the Company outperforms a predetermined total shareholder return ("TSR") goal and/or achieves goals with respect to the outperformance of its peers in a particular REIT index. The ultimate aggregate award cannot exceed the predetermined maximum bonus pool. With respect to OPP Plan awards granted prior to 2017, to the extent an award is earned following the completion of a three-year performance period, 50% of the earned award will vest in full at the end of the three-year performance period and 25% of the earned award will vest in equal annual installments over the two years thereafter, subject to the participant's continued

32

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

employment. OPP Plan awards granted are settled in common stock or, in the case of certain executives, in performance units in the operating partnership. In February 2017, the Compensation Committee adopted the 2017 OPP Plan. The 2017 OPP Plan is substantially similar to the previous OPP Plans except for (i) the performance period is January 1, 2017 to December 31, 2019 (ii) the maximum bonus pool is \$20.0 million and (iii) the two-year post-performance vesting period was replaced with a two-year mandatory holding period upon vesting.

The per unit fair value of the 2017 OPP award granted was estimated on the date of grant using the following assumptions in the Monte Carlo valuation:

| | Assumption |
|---|------------|
| Expected price volatility for the Company | 24.00% |
| Expected price volatility for the particular REIT index | 17.00% |
| Risk-free rate | 1.47% |
| Dividend yield | 2.30% |

The following table presents the classification and amount recognized for stock-based compensation related to the Company's awards:

| | Three Months Ended September 30, 2017 | | Nine Months Ended September 30, 2016 | |
|---|--|---------|---|----------|
| Expensed stock compensation ⁽¹⁾ | \$3,449 | \$3,288 | \$11,237 | \$9,931 |
| Capitalized stock compensation ⁽²⁾ | 217 | 112 | 635 | 300 |
| Total stock compensation ⁽³⁾ | \$3,666 | \$3,400 | \$11,872 | \$10,231 |

(1) Amounts are recorded in general and administrative expenses in the Consolidated Statements of Operations.

(2) Amounts are recorded in deferred leasing costs and lease intangible assets, net and investment in real estate, at cost in the Consolidated Balance Sheets.

(3) Amounts are recorded in additional paid-in capital and non-controlling interest—units in the operating partnership in the Consolidated Balance Sheets.

15. Earnings Per Share

Hudson Pacific Properties, Inc.

Hudson Pacific Properties, Inc. calculates basic earnings per share by dividing the net income available to common stockholders for the period by the weighted average number of common shares outstanding during the period. Hudson Pacific Properties, Inc. calculates diluted earnings per share by dividing the diluted net income available to common stockholders for the period by the weighted average number of common shares and dilutive instruments outstanding during the period using the treasury stock method or the if-converted method, whichever is more dilutive. Unvested time-based RSUs and unvested OPP awards that contain nonforfeitable rights to dividends are participating securities and are included in the computation of earnings per share pursuant to the two-class method.

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table reconciles the numerator and denominator in computing Hudson Pacific Properties, Inc.'s basic and diluted earnings per share for net income available to common stockholders:

| | Three Months Ended September 30, 2017 | | Nine Months Ended September 30, 2016 | |
|---|---|-------------|--|-------------|
| Numerator: | | | | |
| Basic and diluted net income available to Hudson Pacific Properties, Inc. common stockholders | \$ 11,064 | \$ 1,847 | \$ 35,132 | \$ 4,939 |
| Denominator: | | | | |
| Basic weighted average common shares outstanding | 155,302,800 | 155,083,622 | 152,874,992 | 152,862,583 |
| Effect of dilutive instruments ⁽¹⁾ | 790,936 | 1,179,000 | 773,936 | 1,117,000 |
| Diluted weighted average common shares outstanding | 156,093,736 | 156,262,622 | 153,648,928 | 153,979,583 |
| Basic earnings per common share | \$0.07 | \$ 0.02 | \$0.23 | \$ 0.05 |
| Diluted earnings per common share | \$0.07 | \$ 0.02 | \$0.23 | \$ 0.05 |

⁽¹⁾ The Company includes unvested awards and convertible common units as contingently issuable shares in the computation of diluted earnings per share once the market criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted earnings per share calculation.

Hudson Pacific Properties, L.P.

Hudson Pacific Properties, L.P. calculates basic earnings per share by dividing the net income available to common unitholders for the period by the weighted average number of common units outstanding during the period. Hudson Pacific Properties, L.P. calculates diluted earnings per share by dividing the diluted net income available to common unitholders for the period by the weighted average number of common units and dilutive instruments outstanding during the period using the treasury stock method or the if-converted method, whichever is more dilutive. Unvested time-based RSUs and unvested OPP awards that contain nonforfeitable rights to dividends are participating securities and are included in the computation of earnings per unit pursuant to the two-class method.

The following table reconciles the numerator and denominator in computing Hudson Pacific Properties, L.P.'s basic and diluted earnings per unit for net income available to common unitholders:

| | Three Months Ended September 30, 2017 | | Nine Months Ended September 30, 2016 | |
|--|---|-------------|--|-------------|
| Numerator: | | | | |
| Basic and diluted net income available to Hudson Pacific Properties, L.P. common unitholders | \$ 11,105 | \$ 2,337 | \$ 35,388 | \$ 7,296 |
| Denominator: | | | | |
| Basic weighted average common units outstanding | 155,871,845 | 155,614,312 | 153,736,796 | 153,550,685 |
| Effect of dilutive instruments ⁽¹⁾ | 790,936 | 1,179,000 | 773,936 | 1,117,000 |
| Diluted weighted average common units outstanding | 156,662,781 | 156,793,312 | 154,510,732 | 154,667,685 |
| Basic earnings per common unit | \$0.07 | \$ 0.02 | \$0.23 | \$ 0.05 |
| Diluted earnings per common unit | \$0.07 | \$ 0.02 | \$0.23 | \$ 0.05 |

⁽¹⁾

The operating partnership includes unvested awards as contingently issuable units in the computation of diluted earnings per unit once the market criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted earnings per unit calculation.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

16. Equity

The table below presents the effect of the Company's derivative instruments on accumulated other comprehensive income ("OCI"):

| | Hudson Pacific Properties, Inc. Stockholders' Equity | Non-controlling Interest—Units in the Operating Partnership | Total Equity |
|---|--|---|-----------------|
| Balance at January 1, 2017 | \$ 9,496 | \$ (3,618) | \$ 5,878 |
| Unrealized loss recognized in OCI due to change in fair value | (3,095) | (4) | (3,099) |
| Loss reclassified from OCI into income (as interest expense) | 3,686 | 24 | 3,710 |
| Net change in OCI related to derivative instruments | 591 | 20 | 611 |
| Reclassification related to redemption of common units in the operating partnership | (3,622) | 3,622 | — |
| Balance at September 30, 2017 | \$ 6,465 | \$ 24 | \$ 6,489 |

Non-controlling Interests—Common units in the operating partnership

Common units of the operating partnership and shares of common stock of the Company have essentially the same economic characteristics, as they share equally in the total net income or loss distributions of the operating partnership. Investors who own common units have the right to cause the operating partnership to repurchase any or all of their common units for cash equal to the then-current market value of one share of common stock or, at the Company's election, issue shares of the Company's common stock in exchange for common units on a one-for-one basis.

The following table summarizes the ownership of common units, excluding unvested restricted units as of:

| | September 30, 2017 | December 31, 2016 |
|--|-----------------------|----------------------|
| Company-owned common units in the operating partnership | 155,302,800 | 136,492,235 |
| Company's ownership interest percentage | 99.6 % | 93.5 % |
| Non-controlling common units in the operating partnership ⁽¹⁾ | 569,045 | 9,450,620 |
| Non-controlling ownership interest percentage ⁽¹⁾ | 0.4 % | 6.5 % |

⁽¹⁾ Represents common units held by certain of the Company's executive officers and directors, certain of their affiliates and other outside investors.

On January 10, 2017, common unitholders required the operating partnership to repurchase 8,881,575 common units and the Company elected, in accordance with the limited partnership agreement of the operating partnership, to settle in cash to satisfy the repurchase. The Company funded the repurchase using the proceeds from a registered underwritten public offering of common stock.

Performance units are partnership interests in the operating partnership. Each performance unit awarded will be deemed equivalent to an award of one share of common stock under the 2010 Plan, reducing the availability for other equity awards on a one-for-one basis. Under the terms of the performance units, the operating partnership will revalue its assets for tax purposes upon the occurrence of certain specified events and any increase in valuation from the time

of grant until such event will be allocated first to the holders of performance units to equalize the capital accounts of such holders with the capital accounts of common unitholders. Subject to any agreed upon exceptions, once vested and having achieved parity with common unitholders, performance units are convertible into common units in the operating partnership on a one-for-one basis.

35

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

6.25% Series A cumulative redeemable preferred units of the operating partnership

There are 407,066 Series A preferred units of partnership interest in the operating partnership, or Series A preferred units, which are not owned by the Company. These Series A preferred units are entitled to preferential distributions at a rate of 6.25% per annum on the liquidation preference of \$25.00 per unit and became convertible at the option of the holder into common units or redeemable into cash or, at the Company's election, exchangeable for registered shares of common stock after June 29, 2013. For a description of the conversion and redemption rights of the Series A preferred units, please see "Description of the Partnership Agreement of Hudson Pacific Properties, L.P.—Material Terms of Our Series A Preferred Units" in the Company's June 23, 2010 Prospectus.

Common Stock Activity

On January 10, 2017, the Company completed a public offering of 8,881,575 shares of common stock of Hudson Pacific Properties, Inc. Proceeds from the offering were used to repurchase common units in the operating partnership.

On March 3, 2017, the Company completed another public offering of 9,775,000 shares of common stock. Proceeds from the offering were used to fully repay a \$255.0 million balance outstanding under its unsecured revolving credit facility, with the remaining proceeds used for general corporate purposes.

The Company's at-the-market, or ATM, program permits sales of up to \$125.0 million of common stock. The Company did not utilize the ATM program during the nine months ended September 30, 2017. A cumulative total of \$20.1 million has been sold as of September 30, 2017.

Share repurchase program

On January 20, 2016, the Board authorized a share repurchase program to buy up to \$100.0 million of the outstanding common stock of Hudson Pacific Properties, Inc. No share repurchases have been made as of September 30, 2017.

Dividends

During the third quarter of 2017, the Company declared dividends on its common stock and non-controlling interest in common units in the operating partnership of \$0.25 per share and unit. The Company also declared dividends on its Series A preferred units of \$0.3906 per unit. The third quarter dividends were paid on September 29, 2017 to stockholders and unitholders of record on September 19, 2017.

Taxability of Dividends

Earnings and profits, which determine the taxability of distributions to stockholders, may differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of loss on extinguishment of debt, revenue recognition, compensation expense and the basis of depreciable assets and estimated useful lives used to compute depreciation.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements—(Continued)
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

17. Related Party Transactions

Employment Agreements

The Company has entered into employment agreements with certain executive officers, effective January 1, 2016, that provide for various severance and change in control benefits and other terms and conditions of employment.

Lease and Subsequent Purchase of Corporate Headquarters from Blackstone

On July 26, 2006, the Company's predecessor, Hudson Capital, LLC, entered into a lease agreement and subsequent amendments with landlord Trizec Holdings Cal, LLC (an affiliate of Blackstone) for the Company's corporate headquarters at 11601 Wilshire. The Company amended the lease to increase its occupancy to 40,120 square feet commencing on September 1, 2015. On December 16, 2015, the Company entered into an amendment of that lease to expand the space to approximately 42,371 square feet and to extend the term by an additional three years, to a total of ten years, through August 31, 2025. On July 1, 2016, the Company purchased the 11601 Wilshire property from affiliates of Blackstone for \$311.0 million (before credits, prorations and closing costs).

Sale of Pinnacle I and Pinnacle II to certain affiliates of Blackstone

On September 14, 2017, the Company entered into an agreement to sell its ownership interests in the consolidated joint venture that owns the Pinnacle I and Pinnacle II properties to certain affiliates of Blackstone for \$350.0 million, before credits, prorations and closing costs, including the assumption of \$216.0 million of secured notes payable. The sale of Pinnacle I and Pinnacle II is expected to close in the fourth quarter of 2017.

JMG Capital Lease at 11601 Wilshire

JMG Capital Management LLC leases approximately 6,638 square feet at the Company's 11601 Wilshire property pursuant to an eight-year lease at an aggregate rate of approximately \$279 thousand annualized rent per year. Jonathan M. Glaser, a director on the Board, is the founder and managing member of JMG Capital Management LLC. JMG Capital Management LLC was a tenant of the property at the time it was purchased by the Company.

222 Kearny Street Disposition

On February 14, 2017, the Company sold its 222 Kearny Street property to a joint venture, a partner of which is an affiliate of the Farallon Funds. Richard B. Fried, a director on the Board, is a managing member of the Farallon Funds.

Agreements Related to EOP Acquisition

On April 1, 2015, the Company completed the EOP Acquisition from certain affiliates of Blackstone, which consisted of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels located throughout the Northern California region. The total consideration paid for the EOP Acquisition before certain credits, prorations and closing costs, included a cash payment of \$1.75 billion and an aggregate of 63,474,791 shares of common stock of Hudson Pacific Properties, Inc. and common units in the operating partnership. In connection with the EOP Acquisition, the Company, the operating partnership and Blackstone entered into a stockholders agreement, which conferred Blackstone certain rights, including the right to nominate up to three of the Company's directors. Additionally, the Company entered into a registration rights agreement with Blackstone providing for customary

registration rights with respect to the equity consideration paid in the EOP Acquisition. Following a common stock offering and common unit repurchase on January 10, 2017, the stockholders agreement and the registration rights agreement automatically terminated on that date.

Common Stock Offerings and Common Unit Redemptions

On January 10, 2017, the Company, Blackstone and the Farallon Funds completed a public offering of 18,673,808 shares of common stock, consisting of 8,881,575 shares offered by the Company and 9,792,233 shares offered by the selling stockholders. The offering generated net proceeds for the Company and the selling stockholders of approximately \$310.9

37

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
 Notes to Unaudited Consolidated Financial Statements—(Continued)
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

million and \$342.7 million, respectively, before expenses. The Company used the net proceeds that it received from the offering to redeem 8,881,575 common units held by Blackstone and the Farallon Funds.

The Company did not receive any proceeds from the sale of the common stock by the selling stockholders in the offerings described above but it paid approximately half of the expenses of the offerings with respect to the shares of common stock sold by the Farallon Funds and all of the expenses with respect to the shares of common stock sold by Blackstone, in each case, other than underwriting discounts, which were borne by the selling stockholders.

18. Commitments and Contingencies

Legal

From time to time, the Company is party to various lawsuits, claims and other legal proceedings arising out of, or incident to, the ordinary course of business. Management believes, based in part upon consultation with legal counsel, that the ultimate resolution of all such claims will not have a material adverse effect on the Company's results of operations, financial position or cash flows. As of September 30, 2017, the risk of material loss from such legal actions impacting the Company's financial condition or results from operations has been assessed as remote.

Letters of Credit

As of September 30, 2017, the Company has an outstanding letter of credit totaling approximately \$2.0 million under the unsecured revolving credit facility. The letter of credit is related to utility company security deposit requirements.

19. Cash Flow Reconciliation

Restricted cash primarily consists of amounts held by lenders to fund reserves such as capital improvements, taxes, insurance, debt service and operating expenditures. Pursuant to the adoption of ASU 2016-18, the Company included restricted cash with cash and cash equivalents in the Consolidated Statements of Cash Flows, which resulted in an increase of \$4.1 million in the net cash provided by operating activities line item in the Consolidated Statements of Cash Flows for the nine months ended September 30, 2016. The following table provides a reconciliation of cash and cash equivalents and restricted cash at the beginning and end of the periods presented:

| | Nine Months Ended | |
|---------------------------|-------------------|-----------|
| | September 30, | |
| | 2017 | 2016 |
| Beginning of period: | | |
| Cash and cash equivalents | \$83,015 | \$53,551 |
| Restricted cash | 25,177 | 18,010 |
| Total | \$108,192 | \$71,561 |
| End of period: | | |
| Cash and cash equivalents | \$87,723 | \$89,354 |
| Restricted cash | 25,784 | 22,103 |
| Total | \$113,507 | \$111,457 |

20. Subsequent Events

On October 2, 2017, our operating partnership completed an underwritten public offering of \$400.0 million in senior notes due November 1, 2027. The notes were issued at 99.815% of par, with a coupon of 3.950%. The notes are fully and unconditionally guaranteed by the Company. The net proceeds from the offering, after deducting the underwriting discount and offering expenses, were approximately \$396.7 million, which was used to repay \$150.0 million of the Company's 5-year term loan due April 2020 with the remainder of the net proceeds, together with cash on hand, used to fully repay the \$250.0 million balance outstanding under the Company's unsecured revolving credit facility.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Certain written and oral statements made or incorporated by reference from time to time by us or our representatives in this Quarterly Report on Form 10-Q, other filings or reports filed with the SEC, press releases, conferences, or otherwise, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, as amended, and Section 21E of the Exchange Act). In particular, statements relating to our liquidity and capital resources, portfolio performance and results of operations contain forward-looking statements. Furthermore, all of the statements regarding future financial performance (including anticipated funds from operations, or FFO, market conditions and demographics) are forward-looking statements. We are including this cautionary statement to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any such forward-looking statements. We caution investors that any forward-looking statements presented in this Quarterly Report on Form 10-Q, or that management may make orally or in writing from time to time, are based on management's beliefs and assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "result" and expressions that do not relate solely to historical matters are intended to identify forward-looking statements. Such statements are subject to risks, uncertainties and assumptions and may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We expressly disclaim any responsibility to update forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which were based on results and trends at the time they were made, to anticipate future results or trends. Additional information concerning these and other risks and uncertainties is contained in our other periodic filings with the SEC.

Some of the risks and uncertainties that may cause our actual results, performance, liquidity or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

- adverse economic or real estate developments in our target markets;
- general economic conditions;
- defaults on, early terminations of or non-renewal of leases by tenants;
- fluctuations in interest rates and increased operating costs;
- our failure to obtain necessary outside financing or maintain an investment grade rating;
- our failure to generate sufficient cash flows to service our outstanding indebtedness and maintain dividend payments;
 - lack or insufficient amounts of insurance;
- decreased rental rates or increased vacancy rates;
- difficulties in identifying properties to acquire and completing acquisitions;

our failure to successfully operate acquired properties and operations;

our failure to maintain our status as a REIT;

environmental uncertainties and risks related to adverse weather conditions and natural disasters;

financial market fluctuations;

39

- risks related to acquisitions generally, including the diversion of management's attention from ongoing business operations and the impact on customers, tenants, lenders, operating results and business;

- the inability to successfully integrate acquired properties, realize the anticipated benefits of acquisitions or capitalize on value creation opportunities;

- changes in real estate and zoning laws and increases in real property tax rates; and

- other factors affecting the real estate industry generally.

Additionally, we operate in a highly competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

Historical Results of Operations

This Quarterly Report on Form 10-Q of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. represents an update to the more detailed and comprehensive disclosures included in the 2016 Annual Report on Form 10-K of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. Accordingly, you should read the following discussion in conjunction with the information included in our 2016 Annual Report on Form 10-K, as well as the unaudited financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

In addition, some of the statements and assumptions in this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act or Section 21E of the Exchange Act, including, in particular, statements about our plans, strategies and prospects as well as estimates of industry growth for the quarter and beyond. See "Forward-Looking Statements."

Overview

The following table identifies the properties in our portfolio as of September 30, 2017:

| Properties | Acquisition Date | Acquisition/Estimated Rentable Square Feet | Consideration Paid (in thousands) |
|---|-------------------------|--|-----------------------------------|
| Predecessor properties: | | | |
| 875 Howard Street | 2/15/2007 | 286,270 | \$ — |
| Sunset Gower Studios | 8/17/2007 | 545,673 | — |
| Sunset Bronson Studios | 1/30/2008 | 308,026 | — |
| Technicolor Building ⁽¹⁾ | 6/1/2008 | 114,958 | — |
| Properties acquired after IPO: | | | |
| Del Amo Office | 8/13/2010 | 113,000 | 27,327 |
| 9300 Wilshire | 8/24/2010 | 61,224 | 14,684 |
| 1455 Market Street ⁽²⁾ | 12/16/2010 | 1,025,833 | 92,365 |
| Rincon Center | 12/16/2010 | 580,850 | 184,571 |
| 10950 Washington | 12/22/2010 | 159,024 | 46,409 |
| 604 Arizona | 7/26/2011 | 44,260 | 21,373 |
| 275 Brannan Street | 8/19/2011 | 54,673 | 12,370 |
| 625 Second Street | 9/1/2011 | 138,080 | 57,119 |
| 6922 Hollywood | 11/22/2011 | 205,523 | 92,802 |
| 6050 Sunset Blvd. & 1445 N. Beachwood Drive | 12/16/2011 | 20,032 | 6,502 |
| 10900 Washington | 4/5/2012 | 9,919 | 2,605 |
| 901 Market Street | 6/1/2012 | 206,199 | 90,871 |
| Element LA (includes 1861 Bundy) | 9/5/2012 & 9/26/2013 | 284,037 | 99,936 |
| 1455 Gordon Street | 9/21/2012 | 5,921 | 2,385 |
| Pinnacle I ⁽³⁾ | 11/8/2012 | 393,777 | 209,504 |
| 3401 Exposition | 5/22/2013 | 63,376 | 25,722 |
| Pinnacle II ⁽³⁾ | 6/14/2013 | 230,000 | 136,275 |
| Seattle Portfolio (83 King Street, 505 First Avenue, Met Park North and Northview Center) | 7/31/2013 | 844,980 | 368,389 |
| Merrill Place | 2/12/2014 | 193,153 | 57,034 |
| EOP Northern California Portfolio (see table on next page for property list) | 4/1/2015 | 7,120,686 | 3,489,541 |
| 4th & Traction ⁽⁴⁾ | 5/22/2015 | 120,937 | 49,250 |
| MaxWell (formerly known as 405 Mateo) ⁽⁵⁾ | 8/17/2015 | 83,285 | 40,000 |
| 11601 Wilshire ⁽⁶⁾ | 7/1/2016 & 6/15/2017 | 500,475 | 361,000 |
| Hill ⁽⁷⁾ | 10/7/2016 | 285,680 | 179,800 |
| Page Mill Hill | 12/12/2016 | 182,676 | 150,000 |
| Sunset Las Palmas Studios (includes 6666 Santa Monica) | 5/1/2017 & 6/29/2017 | 373,150 | 203,200 |
| Development properties ⁽⁸⁾ : | | | |
| ICON ⁽⁹⁾ | N/A | 325,757 | N/A |
| CUE ⁽¹⁰⁾ | N/A | 91,953 | N/A |
| 450 Alaskan Way ⁽¹¹⁾ | N/A | 170,974 | N/A |
| 95 Jackson ⁽¹²⁾ | N/A | 31,659 | N/A |
| EPIC ⁽¹³⁾ | N/A | 300,000 | N/A |
| Total | | 15,476,020 | \$ 6,021,034 |

(1) We acquired this property in August 2007 and completed the development in June 2008.

(2) We own a 55% joint venture interest in the 1455 Market Street property as of January 2015.

41

- We own a 65% joint venture interest in the Pinnacle I and Pinnacle II properties as of June 2013. We entered into
- (3) an agreement on September 14, 2017 to sell our ownership interest in the consolidated joint venture that owns Pinnacle I and Pinnacle II. The sale is expected to close in the fourth quarter of 2017.
 - (4) This development was completed in the second quarter of 2017 and is estimated to be stabilized in the fourth quarter of 2018.
 - (5) We estimate this development will be completed in the fourth quarter of 2018 and stabilized in the second quarter of 2019.
 - (6) We acquired the building and partial interest in the land on July 1, 2016 and acquired the remaining interest in the land on June 15, 2017.
 - (7) We own a 55% joint venture interest in the Hill7 property as of October 2016.
 - (8) The development properties were included within acquisitions above.
 - (9) This development was completed in the fourth quarter of 2016 and stabilized in the second quarter of 2017.
 - (10) This development was completed in the third quarter of 2017 and is estimated to be stabilized in the second quarter of 2019.
 - (11) This development was completed in the third quarter of 2017 and is estimated to be stabilized in the second quarter of 2018.
 - (12) We estimate this development will be completed in the second quarter of 2018 and stabilized in the fourth quarter of 2018.
 - (13) We estimate this development will be completed in the first quarter of 2020 and stabilized in the third quarter of 2021.

The following table identifies the properties we own as of September 30, 2017 that were acquired as part of the EOP Acquisition:

| Properties | Acquisition Square Feet |
|--|-------------------------------|
| 1740 Technology | 206,876 |
| 2180 Sand Hill Road | 45,613 |
| 333 Twin Dolphin Plaza | 182,789 |
| 3400 Hillview | 207,857 |
| 555 Twin Dolphin Plaza | 198,936 |
| Campus Center | 471,580 |
| Clocktower Square | 100,344 |
| Concourse | 944,386 |
| Embarcadero Place | 197,402 |
| Foothill Research Center | 195,376 |
| Gateway | 609,093 |
| Lockheed | 42,899 |
| Metro Center | 730,215 |
| Metro Plaza | 456,921 |
| Page Mill Center | 176,245 |
| Palo Alto Square | 328,251 |
| Peninsula Office Park | 510,789 |
| Shorebreeze | 230,932 |
| Cloud10 (formerly known as Skypoint Plaza) | 418,086 |
| Skyway Landing | 247,173 |
| Techmart Commerce Center | 284,440 |
| Towers at Shore Center | 334,483 |
| Total | 7,120,686 |

The following table identifies the properties that were disposed through September 30, 2017:

| Properties | Disposition Date | Square Feet | Sales Price ⁽¹⁾ (in millions) |
|-------------------------|------------------|-------------|--|
| City Plaza | 7/12/2013 | 333,922 | \$ 56.0 |
| Tierrasanta | 7/16/2014 | 112,300 | 19.5 |
| First Financial | 3/6/2015 | 223,679 | 89.0 |
| Bay Park Plaza | 9/29/2015 | 260,183 | 90.0 |
| Bayhill Office Center | 1/14/2016 | 554,328 | 215.0 |
| Patrick Henry Drive | 4/7/2016 | 70,520 | 19.0 |
| One Bay Plaza | 6/1/2016 | 195,739 | 53.4 |
| 12655 Jefferson | 11/4/2016 | 100,756 | 80.0 |
| 222 Kearny Street | 2/14/2017 | 148,797 | 51.8 |
| 3402 Pico Boulevard | 3/21/2017 | 50,687 | 35.0 |
| Total ⁽²⁾⁽³⁾ | | 2,050,911 | \$ 708.7 |

(1) Represents gross sales price before certain credits, prorations and closing costs.

(2) Excludes the disposition of 45% interest in 1455 Market Street office property on January 7, 2015.

(3) Excludes our sale of an option to acquire land at 9300 Culver on December 6, 2016.

All amounts and percentages used in this discussion of our results of operations are calculated using the numbers presented in the financial statements contained in Part I, Item 1 of this Quarterly Report rather than the rounded numbers appearing in this discussion. The dollar amounts included in the tables in this discussion of our results of operations are presented in thousands.

Comparison of the three months ended September 30, 2017 to the three months ended September 30, 2016

Net Operating Income

We evaluate performance based upon property net operating income (“NOI”) from continuing operations. NOI is not a measure of operating results or cash flows from operating activities or cash flows as measured by GAAP and should not be considered an alternative to income from continuing operations, as an indication of our performance, or as an alternative to cash flows as a measure of liquidity, or our ability to make distributions. All companies may not calculate NOI in the same manner. We consider NOI to be a useful performance measure to investors and management because when compared across periods, NOI reflects the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing a perspective not immediately apparent from income from continuing operations. We calculate NOI as net income (loss) excluding corporate general and administrative expenses, depreciation and amortization, impairments, gains/losses on sales of real estate, interest expense, transaction-related expenses and other non-operating items. We define NOI as operating revenues (including rental revenues, other property-related revenue, tenant recoveries and other operating revenues), less property-level operating expenses (which includes external management fees, if any, and property-level general and administrative expenses). NOI on a cash basis is NOI on a GAAP basis, adjusted to exclude the effect of straight-line rent and other non-cash adjustments required by GAAP. We believe that NOI on a cash basis is helpful to investors as an additional measure of operating performance because it eliminates straight-line rent and other non-cash adjustments to revenue and expenses.

Management further analyzes NOI by evaluating the performance from the following property groups:

Same-Store properties, which includes all of the properties owned and included in our stabilized portfolio as of July 1, 2016 and still owned and included in the stabilized portfolio as of September 30, 2017;

Non-Same-Store properties, held for sale properties, development projects, redevelopment properties and lease-up properties as of September 30, 2017 and other properties not owned or not in operation from July 1, 2016 through September 30, 2017.

The following table reconciles net income to NOI:

| | Three Months Ended | | | |
|---|--------------------|-----------|----------|---------|
| | September 30, | | Dollar | Percent |
| | 2017 | 2016 | Change | Change |
| Net income | \$14,510 | \$5,217 | \$9,293 | 178.1 % |
| Adjustments: | | | | |
| Interest expense | 22,461 | 19,910 | 2,551 | 12.8 |
| Interest income | (44) | (130) | 86 | (66.2) |
| Unrealized loss (gain) on ineffective portion of derivative instruments | 37 | (879) | 916 | (104.2) |
| Transaction-related expenses | 598 | 315 | 283 | 89.8 |
| Other income | (1,402) | (693) | (709) | 102.3 |
| Income from operations | 36,160 | 23,740 | 12,420 | 52.3 |
| Adjustments: | | | | |
| General and administrative | 13,013 | 12,955 | 58 | 0.4 |
| Depreciation and amortization | 71,158 | 67,414 | 3,744 | 5.6 |
| NOI | \$120,331 | \$104,109 | \$16,222 | 15.6 % |
| Same-Store NOI | \$77,257 | \$72,964 | \$4,293 | 5.9 % |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

| | | | | | |
|--------------------|-----------|-----------|----------|------|---|
| Non-Same-Store NOI | 43,074 | 31,145 | 11,929 | 38.3 | |
| NOI | \$120,331 | \$104,109 | \$16,222 | 15.6 | % |

44

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

The following table summarizes certain statistics of our Same-Store Office and Media and Entertainment properties:

| | Three Months Ended September 30, | |
|--|--|-----------|
| | 2017 | 2016 |
| Same-Store Office statistics: | | |
| Number of properties | 32 | 32 |
| Rentable square feet | 7,901,375 | 7,901,375 |
| Ending % leased | 95.9 % | 95.6 % |
| Ending % occupied | 92.8 % | 94.6 % |
| Average % occupied for the period | 93.3 % | 92.7 % |
| Average annual rental rate per square foot | \$42.13 | \$39.50 |

Same-Store Media and Entertainment statistics:

| | | |
|-----------------------------------|---------|---------|
| Number of properties | 2 | 2 |
| Rentable square feet | 873,002 | 873,002 |
| Average % occupied for the period | 90.6 % | 87.4 % |

The following table gives further detail on our NOI:

| | Three Months Ended September 30, | | | | | |
|--|----------------------------------|----------------|-----------|------------|----------------|-----------|
| | 2017 | | | 2016 | | |
| | Same-Store | Non-Same-Store | Total | Same-Store | Non-Same-Store | Total |
| Revenues | | | | | | |
| Office | | | | | | |
| Rental | \$81,705 | \$ 57,452 | \$139,157 | \$78,137 | \$ 45,782 | \$123,919 |
| Tenant recoveries | 17,809 | 7,173 | 24,982 | 17,412 | 5,245 | 22,657 |
| Parking and other | 5,120 | 2,915 | 8,035 | 3,241 | 2,280 | 5,521 |
| Total Office revenues | 104,634 | 67,540 | 172,174 | 98,790 | 53,307 | 152,097 |
| Media & Entertainment | | | | | | |
| Rental | 8,220 | 2,792 | 11,012 | 7,102 | — | 7,102 |
| Tenant recoveries | 65 | 68 | 133 | 243 | — | 243 |
| Other property-related revenue | 5,048 | 1,513 | 6,561 | 5,005 | — | 5,005 |
| Other | 137 | 4 | 141 | 136 | — | 136 |
| Total Media & Entertainment revenues | 13,470 | 4,377 | 17,847 | 12,486 | — | 12,486 |
| Total revenues | 118,104 | 71,917 | 190,021 | 111,276 | 53,307 | 164,583 |
| Operating Expenses | | | | | | |
| Office operating expenses | 33,513 | 25,589 | 59,102 | 31,813 | 22,162 | 53,975 |
| Media & Entertainment operating expenses | 7,334 | 3,254 | 10,588 | 6,499 | — | 6,499 |
| Total operating expenses | 40,847 | 28,843 | 69,690 | 38,312 | 22,162 | 60,474 |
| Office NOI | 71,121 | 41,951 | 113,072 | 66,977 | 31,145 | 98,122 |
| Media & Entertainment NOI | 6,136 | 1,123 | 7,259 | 5,987 | — | 5,987 |
| NOI | \$77,257 | \$ 43,074 | \$120,331 | \$72,964 | \$ 31,145 | \$104,109 |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

The following table gives further detail on our change to NOI:

| | Three Months Ended September 30, 2017 as compared to Three Months Ended September 30, 2016 | | | | | |
|--|--|---------|----------------|---------|----------|---------|
| | Same-Store | | Non-Same-Store | | Total | |
| | Dollar | Percent | Dollar | Percent | Dollar | Percent |
| | Change | Change | Change | Change | Change | Change |
| Revenues | | | | | | |
| Office | | | | | | |
| Rental | \$3,568 | 4.6 % | \$11,670 | 25.5 % | \$15,238 | 12.3 % |
| Tenant recoveries | 397 | 2.3 | 1,928 | 36.8 | 2,325 | 10.3 |
| Parking and other | 1,879 | 58.0 | 635 | 27.9 | 2,514 | 45.5 |
| Total Office revenues | 5,844 | 5.9 | 14,233 | 26.7 | 20,077 | 13.2 |
| Media & Entertainment | | | | | | |
| Rental | 1,118 | 15.7 | 2,792 | 100.0 | 3,910 | 55.1 |
| Tenant recoveries | (178) | (73.3) | 68 | 100.0 | (110) | (45.3) |
| Other property-related revenue | 43 | 0.9 | 1,513 | 100.0 | 1,556 | 31.1 |
| Other | 1 | 0.7 | 4 | 100.0 | 5 | 3.7 |
| Total Media & Entertainment revenues | 984 | 7.9 | 4,377 | 100.0 | 5,361 | 42.9 |
| Total revenues | 6,828 | 6.1 | 18,610 | 34.9 | 25,438 | 15.5 |
| Operating expenses | | | | | | |
| Office operating expenses | 1,700 | 5.3 | 3,427 | 15.5 | 5,127 | 9.5 |
| Media & Entertainment operating expenses | 835 | 12.8 | 3,254 | 100.0 | 4,089 | 62.9 |
| Total operating expenses | 2,535 | 6.6 | 6,681 | 30.1 | 9,216 | 15.2 |
| Office NOI | 4,144 | 6.2 | 10,806 | 34.7 | 14,950 | 15.2 |
| Media & Entertainment NOI | 149 | 2.5 | 1,123 | 100.0 | 1,272 | 21.2 |
| NOI | \$4,293 | 5.9 % | \$11,929 | 38.3 % | \$16,222 | 15.6 % |

NOI increased \$16.2 million, or 15.6%, for the three months ended September 30, 2017 as compared to the three months ended September 30, 2016, primarily resulting from:

A \$4.1 million, or 6.2%, increase in NOI from our Same-Store Office properties resulting primarily from increased rental revenues relating to leases signed at our 1455 Market Street (Bank of America) and 875 Howard Street (Glu Mobile, Inc. and Snap, Inc.) properties at a higher rate than expiring leases and reduction in above-market lease amortization at our Towers at Shore Center property, partially offset by lower occupancy at our Rincon Center property. Tenant recoveries increased due to higher overall recoverable operating expenses. Parking and other revenues increased due to lease termination fees related to our Campus Center and 901 Market Street properties.

A \$10.8 million, or 34.7%, increase in NOI from our Non-Same-Store Office properties resulting primarily from increased rental revenues relating to the commencement of Netflix, Inc.'s lease at our ICON property, leases signed at our Metro Center (Qualys, Inc.) and Shorebreeze (Y Media Labs) properties at a higher rate than expiring leases and acquisitions in 2016, which include 11601 Wilshire (acquired in July 2016), Hill7 (acquired in October 2016) and Page Mill Hill (acquired in December 2016), collectively referred to as "the 2016 Acquisitions." The increase was partially offset by the sale of our 12655 Jefferson (sold in November 2016) and 222 Kearny Street (sold in February 2017) properties. The increase was also partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project.

A \$0.1 million, or 2.5%, increase in NOI from our Same-Store Media and Entertainment properties resulting primarily from higher rental revenues. The change was driven by increase in occupancy and production at Sunset Bronson Studios.

46

A \$1.1 million, or 100.0%, increase in NOI from our Non-Same-Store Media and Entertainment property resulting from our acquisition of Sunset Las Palmas Studios in May 2017.

Office NOI

Same-Store

Same-Store Office rental revenues increased \$3.6 million, or 4.6%, to \$81.7 million for the three months ended September 30, 2017 compared to \$78.1 million for the three months ended September 30, 2016. The increase was primarily due to leases signed at our 1455 Market Street (Bank of America) and 875 Howard Street (Glu Mobile, Inc. and Snap, Inc.) properties at a higher rate than expiring leases. The increase was also due to a reduction in above-market lease amortization at our Towers at Shore Center property, partially offset by lower occupancy at our Rincon Center property.

Same-Store Office tenant recoveries increased \$0.4 million, or 2.3%, to \$17.8 million for three months ended September 30, 2017 compared to \$17.4 million for the three months ended September 30, 2016. The increase was due to higher overall recoverable operating expenses.

Same-Store Office parking and other revenues increased \$1.9 million, or 58.0%, to \$5.1 million for the three months ended September 30, 2017 compared to \$3.2 million for the three months ended September 30, 2016. The increase was primarily due to lease termination fees related to our Campus Center and 901 Market Street properties.

Same-Store Office operating expenses increased \$1.7 million, or 5.3%, to \$33.5 million for the three months ended September 30, 2017 compared to \$31.8 million for the three months ended September 30, 2016. The change was primarily due to an increase in repairs and maintenance expense and ground rent expense, partially offset by a decrease in operating expense due to property tax reassessments relating to the prior year for our Rincon Center property.

Non-Same-Store

Non-Same-Store Office rental revenues increased by \$11.7 million, or 25.5%, to \$57.5 million for the three months ended September 30, 2017 compared to \$45.8 million for the three months ended September 30, 2016. The increase was primarily due to 2016 Acquisitions, rental revenues relating to the commencement of Netflix, Inc.'s lease at our ICON property, and leases signed at our Metro Center (Qualys, Inc.) and Shorebreeze (Y Media Labs) properties at a higher rate than expiring leases. The increase was also partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project, and by the sale of our 12655 Jefferson and 222 Kearny Street properties.

Non-Same-Store Office tenant recoveries increased \$1.9 million, or 36.8%, to \$7.2 million for the three months ended September 30, 2017 compared to \$5.2 million for the three months ended September 30, 2016. The increase was primarily due the commencement of Netflix, Inc.'s lease at our ICON property and the 2016 Acquisitions, partially offset by the sale of our 222 Kearny Street property.

Non-Same-Store Office parking and other revenues increased \$0.6 million, or 27.9%, to \$2.9 million for the three months ended September 30, 2017 compared to \$2.3 million for the three months ended September 30, 2016. The increase was primarily due to the commencement of Netflix, Inc.'s lease at our ICON property and the 2016 Acquisitions, partially offset by the sale of our 222 Kearny Street property.

Non-Same-Store Office operating expenses increased by \$3.4 million, or 15.5%, to \$25.6 million for the three months ended September 30, 2017 compared to \$22.2 million for the three months ended September 30, 2016. The increase

was primarily due to the 2016 Acquisitions and the commencement of Netflix, Inc.'s lease at our ICON property, partially offset by the sale of our 222 Kearny Street property. In addition, the increase was partially offset by lower expenses from our 604 Arizona property, which was taken off-line for a redevelopment project.

47

Media & Entertainment NOI

Same-Store

Same-Store Media and Entertainment revenues increased by \$1.0 million, or 7.9%, to \$13.5 million for the three months ended September 30, 2017 compared to \$12.5 million for the three months ended September 30, 2016. The activity was primarily related to an increase in rental revenues by \$1.1 million to \$8.2 million for the three months ended September 30, 2017 primarily due to an increase in occupancy and production at Sunset Bronson Studios. Tenant recoveries of \$0.1 million for the three months ended September 30, 2017 remained relatively flat as compared to \$0.2 million for the three months ended September 30, 2016. Other property-related revenues of \$5.0 million for the three months ended September 30, 2017 remained relatively flat as compared to \$5.0 million for the three months ended September 30, 2016.

Same-Store Media and Entertainment operating expenses increased \$0.8 million, or 12.8%, to \$7.3 million for the three months ended September 30, 2017 compared to \$6.5 million for the three months ended September 30, 2016. The increase was due to overall increase in occupancy and production.

Non-Same-Store

Non-Same-Store Media and Entertainment revenues were \$4.4 million for the three months ended September 30, 2017. Non-Same-Store Media and Entertainment operating expenses were \$3.3 million for the three months ended September 30, 2017. We acquired Sunset Las Palmas Studios in May 2017, which caused the increase in revenues and expenses.

Other Expenses (Income)

Interest expense increased \$2.6 million, or 12.8%, to \$22.5 million for the three months ended September 30, 2017 compared to \$19.9 million for the three months ended September 30, 2016. We had notes payable, excluding net deferred financing costs, of \$2.66 billion at September 30, 2017 compared to \$2.43 billion at September 30, 2016. The increase was primarily attributable to an increase in our unsecured revolving credit facility usage, \$101.0 million of borrowings related to our Hill7 property and \$50.0 million of borrowings related to a private placement drawn on September 15, 2016.

We recognized unrealized loss on our derivative instruments of \$37 thousand during the three months ended September 30, 2017 as compared to \$0.9 million unrealized gain during the three months ended September 30, 2016. The unrealized loss was related to a portion of our derivative instruments that was evaluated to be ineffective in 2016. In July 2016, we amended the interest rate swaps to add a 0.00% floor to one-month LIBOR and then de-designated the original swaps and designated the amended swaps as a hedge in order to minimize the ineffective portion of the original derivatives.

Other income increased \$0.7 million, or 102.3%, to \$1.4 million during the three months ended September 30, 2017 as compared to \$0.7 million during the three months ended September 30, 2016. The change was primarily due to increased income related to a joint venture we entered into on June 16, 2016 to co-originate a loan secured by land in Santa Clara, California.

General and administrative expenses include wages and salaries for corporate-level employees, accounting, legal and other professional services, office supplies, entertainment, travel and automobile expenses, telecommunications and computer-related expenses and other miscellaneous items. General and administrative expenses increased \$0.1 million, or 0.4%, to \$13.0 million for the three months ended September 30, 2017 compared to \$13.0 million for the three months ended September 30, 2016. The change was primarily attributable to the adoption of the 2017 Hudson

Pacific Properties, Inc. Outperformance Program (“2017 OPP Plan”) and increased staffing to meet operational needs, partially offset by decreases in information technology expenses and investor relations costs.

Depreciation and amortization expense increased \$3.7 million, or 5.6%, to \$71.2 million for the three months ended September 30, 2017 compared to \$67.4 million for the three months ended September 30, 2016. The increase was primarily related to depreciation expenses associated with the 2016 Acquisitions, our ICON property and the acquisition of Sunset Las Palmas Studios, partially offset by the reduction of depreciation expense as a result of the sale of our 222 Kearny Street property.

Comparison of the nine months ended September 30, 2017 to the nine months ended September 30, 2016

NOI

Management evaluates NOI by evaluating the performance of the following property groups as evidenced by the comparison of the nine months ended September 30, 2017 to the nine months ended September 30, 2016 results of operations:

Same-Store properties, which includes all of the properties owned and included in our stabilized portfolio as of January 1, 2016 and still owned and included in the stabilized portfolio as of September 30, 2017;

Non-Same-Store properties, held for sale properties, development projects, redevelopment properties and lease-up properties as of September 30, 2017 and other properties not owned or not in operation from January 1, 2016 through September 30, 2017.

The following table reconciles net income to NOI:

| | Nine Months Ended September 30, | | Dollar Change | Percent Change |
|--|------------------------------------|-----------|------------------|-------------------|
| | 2017 | 2016 | | |
| Net income | \$45,617 | \$15,228 | \$30,389 | 199.6 % |
| Adjustments: | | | | |
| Interest expense | 66,086 | 54,775 | 11,311 | 20.6 |
| Interest income | (90) | (216) | 126 | (58.3) |
| Unrealized loss on ineffective portion of derivative instruments | 82 | 1,630 | (1,548) | (95.0) |
| Transaction-related expenses | 598 | 376 | 222 | 59.0 |
| Other income | (2,656) | (716) | (1,940) | 270.9 |
| Gains on sale of real estate | (16,866) | (8,515) | (8,351) | 98.1 |
| Income from operations | 92,771 | 62,562 | 30,209 | 48.3 |
| Adjustments: | | | | |
| General and administrative | 41,329 | 38,474 | 2,855 | 7.4 |
| Depreciation and amortization | 217,340 | 201,890 | 15,450 | 7.7 |
| NOI | \$351,440 | \$302,926 | \$48,514 | 16.0 % |
| Same-Store NOI | \$220,895 | \$204,520 | \$16,375 | 8.0 % |
| Non-Same-Store NOI | 130,545 | 98,406 | 32,139 | 32.7 |
| NOI | \$351,440 | \$302,926 | \$48,514 | 16.0 % |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

The following table summarizes certain statistics of our Same-Store Office and Media and Entertainment properties:

| | Nine Months Ended | |
|--|-------------------|-----------|
| | September 30, | |
| | 2017 | 2016 |
| Same-Store Office statistics: | | |
| Number of properties | 31 | 31 |
| Rentable square feet | 7,725,130 | 7,725,130 |
| Ending % leased | 95.9 % | 95.5 % |
| Ending % occupied | 92.5 % | 94.5 % |
| Average % occupied for the period | 94.1 % | 94.4 % |
| Average annual rental rate per square foot | \$41.48 | \$38.85 |

Same-Store Media and Entertainment statistics:

| | | |
|-----------------------------------|---------|---------|
| Number of properties | 2 | 2 |
| Rentable square feet | 873,002 | 873,002 |
| Average % occupied for the period | 90.6 % | 87.4 % |

The following table gives further detail on our NOI:

| | Nine Months Ended September 30, | | | | | |
|--|---------------------------------|----------------|-----------|------------|----------------|-----------|
| | 2017 | | | 2016 | | |
| | Same-Store | Non-Same-Store | Total | Same-Store | Non-Same-Store | Total |
| Revenues | | | | | | |
| Office | | | | | | |
| Rental | \$231,645 | \$174,630 | \$406,275 | \$219,762 | \$138,431 | \$358,193 |
| Tenant recoveries | 47,433 | 19,988 | 67,421 | 49,279 | 15,214 | 64,493 |
| Parking and other | 13,430 | 8,716 | 22,146 | 9,760 | 6,343 | 16,103 |
| Total Office revenues | 292,508 | 203,334 | 495,842 | 278,801 | 159,988 | 438,789 |
| Media & Entertainment | | | | | | |
| Rental | 22,014 | 4,788 | 26,802 | 19,987 | — | 19,987 |
| Tenant recoveries | 795 | 132 | 927 | 655 | — | 655 |
| Other property-related revenue | 12,143 | 2,821 | 14,964 | 12,784 | — | 12,784 |
| Other | 261 | 10 | 271 | 226 | — | 226 |
| Total Media & Entertainment revenues | 35,213 | 7,751 | 42,964 | 33,652 | — | 33,652 |
| Total revenues | 327,721 | 211,085 | 538,806 | 312,453 | 159,988 | 472,441 |
| Operating Expenses | | | | | | |
| Office operating expenses | 87,306 | 75,218 | 162,524 | 89,187 | 61,582 | 150,769 |
| Media & Entertainment operating expenses | 19,520 | 5,322 | 24,842 | 18,746 | — | 18,746 |
| Total operating expenses | 106,826 | 80,540 | 187,366 | 107,933 | 61,582 | 169,515 |
| Office NOI | 205,202 | 128,116 | 333,318 | 189,614 | 98,406 | 288,020 |
| Media & Entertainment NOI | 15,693 | 2,429 | 18,122 | 14,906 | — | 14,906 |
| NOI | \$220,895 | \$130,545 | \$351,440 | \$204,520 | \$98,406 | \$302,926 |

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

The following table gives further detail on our change to NOI:

| | Nine Months Ended September 30, 2017 as compared to Nine Months Ended September 30, 2016 | | | | | |
|--|--|----------------|----------------|----------------|---------------|----------------|
| | Same-Store | | Non-Same-Store | | Total | |
| | Dollar Change | Percent Change | Dollar Change | Percent Change | Dollar Change | Percent Change |
| Revenues | | | | | | |
| Office | | | | | | |
| Rental | \$11,883 | 5.4 % | \$36,199 | 26.1 % | \$48,082 | 13.4 % |
| Tenant recoveries | (1,846) | (3.7) | 4,774 | 31.4 | 2,928 | 4.5 |
| Parking and other | 3,670 | 37.6 | 2,373 | 37.4 | 6,043 | 37.5 |
| Total Office revenues | 13,707 | 4.9 | 43,346 | 27.1 | 57,053 | 13.0 |
| Media & Entertainment | | | | | | |
| Rental | 2,027 | 10.1 | 4,788 | 100.0 | 6,815 | 34.1 |
| Tenant recoveries | 140 | 21.4 | 132 | 100.0 | 272 | 41.5 |
| Other property-related revenue | (641) | (5.0) | 2,821 | 100.0 | 2,180 | 17.1 |
| Other | 35 | 15.5 | 10 | 100.0 | 45 | 19.9 |
| Total Media & Entertainment revenues | 1,561 | 4.6 | 7,751 | 100.0 | 9,312 | 27.7 |
| Total revenues | 15,268 | 4.9 | 51,097 | 31.9 | 66,365 | 14.0 |
| Operating expenses | | | | | | |
| Office operating expenses | (1,881) | (2.1) | 13,636 | 22.1 | 11,755 | 7.8 |
| Media & Entertainment operating expenses | 774 | 4.1 | 5,322 | 100.0 | 6,096 | 32.5 |
| Total operating expenses | (1,107) | (1.0) | 18,958 | 30.8 | 17,851 | 10.5 |
| Office NOI | 15,588 | 8.2 | 29,710 | 30.2 | 45,298 | 15.7 |
| Media & Entertainment NOI | 787 | 5.3 | 2,429 | 100.0 | 3,216 | 21.6 |
| NOI | \$16,375 | 8.0 % | \$32,139 | 32.7 % | \$48,514 | 16.0 % |

NOI increased \$48.5 million, or 16.0%, for the nine months ended September 30, 2017 as compared to the nine months ended September 30, 2016, primarily resulting from:

A \$15.6 million, or 8.2%, increase in NOI from our Same-Store Office properties resulting primarily from increased rental revenues relating to leases signed at our 1455 Market Street (Uber Technologies, Inc. and Bank of America), 875 Howard Street (Glu Mobile, Inc. and Snap, Inc.) and 625 Second Street (Github, Inc. and Ziff Davis, LLC) properties at a higher rate than expiring leases. The increase was also due to a reduction in above-market lease amortization at our Towers at Shore Center property, partially offset by a one-time GAAP straight-line rent write-off at our 901 Market Street (NerdWallet) property. In addition, parking and other revenues increased due to lease termination fees related to our Campus Center and 901 Market Street properties. In addition, tenant recoveries decreased due to property tax adjustments relating to the prior year for our Rincon Center property and lower recoveries for our Towers at Shore Center property, partially offset by higher recoveries for our 1455 Market Street property.

A \$29.7 million, or 30.2%, increase in NOI from our Non-Same-Store Office store properties resulting primarily from increased rental revenues relating to the commencement of Netflix, Inc.'s lease at our ICON property in the first quarter of 2017, leases signed at our Metro Center (Qualys, Inc. and BrightEdge Technologies, Inc.) property at a higher rate than expiring leases and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties. In addition, the increase was partially offset by

lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project, and lower occupancy at our Palo Alto Square property.

51

A \$0.8 million, or 5.3%, increase in NOI from our Same-Store Media and Entertainment properties resulted primarily from higher rental revenues. The increase was primarily from an increase in occupancy and production at Sunset Bronson Studios, partially offset by increase in property taxes due to adjustments made in the prior year.

A \$2.4 million, or 100.0%, increase in NOI from our Non-Same-Store Media and Entertainment properties resulting from the acquisition of Sunset Las Palmas Studios in May 2017.

Office NOI

Same-Store

Same-Store Office rental revenues increased \$11.9 million, or 5.4%, to \$231.6 million for the nine months ended September 30, 2017 compared to \$219.8 million for the nine months ended September 30, 2016. The increase was primarily due to leases signed at our 1455 Market Street (Uber Technologies, Inc. and Bank of America), 875 Howard Street (Glu Mobile, Inc. and Snap, Inc.) and 625 Second Street (Github, Inc. and Ziff Davis, LLC) properties at a higher rate than expiring leases. The increase was also due to a reduction in above-market lease amortization at our Towers at Shore Center property, partially offset by a one-time GAAP straight-line rent write-off at our 901 Market Street (NerdWallet) property.

Same-Store Office tenant recoveries decreased \$1.8 million, or 3.7%, to \$47.4 million for nine months ended September 30, 2017 compared to \$49.3 million for the nine months ended September 30, 2016. The decrease was primarily related to lower property tax recovery resulting from a property tax reassessment of our Rincon Center property and lower recoveries for our Towers at Shore Center property, partially offset by higher recoveries for our 1455 Market Street property.

Same-Store Office parking and other revenues increased \$3.7 million, or 37.6%, to \$13.4 million for the nine months ended September 30, 2017 compared to \$9.8 million for the nine months ended September 30, 2016. The increase was primarily due to lease termination fees related to our Campus Center and 901 Market Street properties.

Same-Store Office operating expenses decreased \$1.9 million, or 2.1%, to \$87.3 million for the nine months ended September 30, 2017 compared to \$89.2 million for the nine months ended September 30, 2016. The decrease was primarily due to property tax reassessments relating to the prior year for our Rincon Center.

Non-Same-Store

Non-Same-Store Office rental revenues increased by \$36.2 million, or 26.1%, to \$174.6 million for the nine months ended September 30, 2017 compared to \$138.4 million for the nine months ended September 30, 2016. The increase was primarily due to rental revenues relating to the commencement of Netflix, Inc.'s lease at our ICON property in the first quarter of 2017, leases signed at our Metro Center (Qualys, Inc. and BrightEdge Technologies, Inc.) property at a higher rate than expiring leases and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza and 222 Kearny Street properties. In addition, the increase was partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project, and lower occupancy at our Palo Alto Square property.

Non-Same-Store Office tenant recoveries increased \$4.8 million, or 31.4%, to \$20.0 million for nine months ended September 30, 2017 compared to \$15.2 million for the nine months ended September 30, 2016. The increase was primarily due the commencement of Netflix, Inc.'s lease at our ICON property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza and 222 Kearny Street properties.

Non-Same-Store Office parking and other revenues increased \$2.4 million, or 37.4%, to \$8.7 million for the nine months ended September 30, 2017 compared to \$6.3 million for the nine months ended September 30, 2016. The increase was primarily due the commencement of Netflix, Inc.'s lease at our ICON property and the 2016 Acquisitions, partially offset by the sale of our 222 Kearny Street property.

Non-Same-Store Office operating expenses increased by \$13.6 million, or 22.1%, to \$75.2 million for the nine months ended September 30, 2017 compared to \$61.6 million for the nine months ended September 30, 2016. The increase was primarily due the commencement of Netflix, Inc.'s lease at our ICON property, higher expense at Metro Center and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza and 222 Kearny Street properties.

52

Media & Entertainment NOI

Same-Store

Same-Store Media and Entertainment revenues increased by \$1.6 million, or 4.6%, to \$35.2 million for the nine months ended September 30, 2017 as compared to \$33.7 million for the nine months ended September 30, 2016. The activity was primarily related to a \$2.0 million increase in rental revenue to \$22.0 million for the nine months ended September 30, 2017 as compared to \$20.0 million for the nine months ended September 30, 2016 as a result of an increase in occupancy and production at Sunset Bronson Studios. Tenant recoveries of \$0.8 million for the nine months ended September 30, 2017 remained relatively flat as compared to \$0.7 million for the nine months ended September 30, 2016. Other property-related revenues of \$12.1 million for the nine months ended September 30, 2017 remained relatively flat as compared to \$12.8 million for the nine months ended September 30, 2016.

Same-Store Media and Entertainment operating expenses increased by \$0.8 million, 4.1%, to \$19.5 million for the nine months ended September 30, 2017 compared to \$18.7 million for the nine months ended September 30, 2016. The increase was due to overall increase in occupancy and production.

Non-Same-Store

Non-Same-Store Media and Entertainment revenues were \$7.8 million for the nine months ended September 30, 2017. Non-Same-Store Media and Entertainment operating expenses were \$5.3 million for the nine months ended September 30, 2017. We acquired Sunset Las Palmas Studios in May 2017, which caused the increase in revenues and expenses.

Other Expenses (Income)

Interest expense increased \$11.3 million, or 20.6%, to \$66.1 million for the nine months ended September 30, 2017 compared to \$54.8 million for the nine months ended September 30, 2016. At September 30, 2017, we had \$2.66 billion of notes payable, compared to \$2.43 billion at September 30, 2016, excluding net deferred financing costs. The increase was primarily attributable to a \$400.0 million net increase in term loan debt and private placement borrowings and \$101.0 million borrowings related to our Hill7 property, partially offset by interest savings related to the paydown on our indebtedness associated with our Sunset Gower Studios, Sunset Bronson Studios and 901 Market Street properties.

We recognized unrealized loss on our derivative instruments of \$0.1 million during the nine months ended September 30, 2017 as compared to \$1.6 million during the nine months ended September 30, 2016. The unrealized loss was related to a portion of our derivative instruments that was evaluated to be ineffective in 2016. In July 2016, we amended the interest rate swaps to add a 0.00% floor to one-month LIBOR and then de-designated the original swaps and designated the amended swaps as a hedge in order to minimize the ineffective portion of the original derivatives.

Other income increased \$1.9 million, or 270.9%, to \$2.7 million for the nine months ended September 30, 2017 compared to \$0.7 million for the nine months ended September 30, 2016. The change was primarily due to increased income related to a joint venture we entered into on June 16, 2016 to co-originate a loan secured by land in Santa Clara, California.

We recognized \$16.9 million gains on sale of real estate for the nine months ended September 30, 2017 compared to a \$8.5 million for the nine months ended September 30, 2016. We completed the sale of our 222 Kearny Street and 3402 Pico Boulevard properties in 2017 and completed the sale of our Bayhill Office Center, Patrick Henry Drive and

One Bay Plaza properties in 2016.

53

General and administrative expenses include wages and salaries for corporate-level employees, accounting, legal and other professional services, office supplies, entertainment, travel and automobile expenses, telecommunications and computer-related expenses and other miscellaneous items. General and administrative expenses increased \$2.9 million, or 7.4%, to \$41.3 million for the nine months ended September 30, 2017 compared to \$38.5 million for the nine months ended September 30, 2016. The increase in general and administrative expenses was primarily attributable to the adoption of the 2017 OPP, increased staffing to meet operational needs and investor relations costs.

Depreciation and amortization expense increased \$15.5 million, or 7.7%, to \$217.3 million for the nine months ended September 30, 2017 compared to \$201.9 million for the nine months ended September 30, 2016. The increase was primarily related to depreciation expenses associated with 2016 Acquisitions, our ICON property and the acquisition of Sunset Las Palmas Studios, partially offset by the reduction of depreciation expense as a result of the sale of our One Bay Plaza and 222 Kearny Street properties.

Liquidity and Capital Resources

We had \$87.7 million of cash and cash equivalents at September 30, 2017.

As of September 30, 2017, we had \$150.0 million of total undrawn capacity under our unsecured revolving credit facility.

We have an at-the-market equity offering program, or ATM program, which allows us to sell up to \$125.0 million of common stock, \$20.1 million of which has been sold through September 30, 2017.

On January 20, 2016, our Board authorized a share repurchase program to buy up to \$100.0 million of our outstanding common stock. No share repurchases were made through September 30, 2017.

Based on the closing price of our common stock of \$33.53 on September 30, 2017, our ratio of debt to total market capitalization was approximately 33.5% (counting Series A preferred units as debt). Our total market capitalization is defined as the sum of the market value of our outstanding common stock (which may decrease, thereby increasing our debt to total capitalization ratio), including restricted stock that we may issue to certain of our directors and executive officers, plus the aggregate value of common units not owned by us, plus the liquidation preference of outstanding Series A preferred units, plus the book value of our total consolidated indebtedness.

On October 2, 2017, our operating partnership completed an underwritten public offering of \$400.0 million in senior notes due November 1, 2027. The notes were issued at 99.815% of par, with a coupon of 3.950%. The notes are fully and unconditionally guaranteed by us. The net proceeds from the offering, after deducting the underwriting discount and offering expenses, were approximately \$396.7 million, which was used to repay \$150.0 million of our 5-year term loan due April 2020 with the remainder of the net proceeds, together with cash on hand, used to fully repay the \$250.0 million balance outstanding under our unsecured revolving credit facility.

We intend to use the unsecured revolving credit facility and ATM program, among other things, to finance the acquisition of other properties, to provide funds for tenant improvements and capital expenditures and to provide for working capital and other corporate purposes.

Our short-term liquidity requirements primarily consist of operating expenses and other expenditures associated with our properties, distributions to our limited partners and dividend payments to our stockholders required to maintain our REIT status, capital expenditures and potential acquisitions. We expect to meet our short-term liquidity requirements through cash on hand, net cash provided by operations, certain amounts included in restricted cash and, if necessary, by drawing upon our unsecured revolving credit facility.

Our long-term liquidity needs consist primarily of funds necessary for the repayment of debt at maturity, property acquisitions and non-recurring capital improvements. We expect to meet our long-term liquidity requirements with net cash from operations, long-term secured and unsecured indebtedness and the issuance of equity and debt securities. We also may fund property acquisitions and non-recurring capital improvements using our unsecured revolving credit facility pending permanent financing.

54

We believe we have access to multiple sources of capital to fund our long-term liquidity requirements, including the incurrence of additional debt and the issuance of additional equity. However, our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our ability to access the equity capital markets will be dependent on a number of factors as well, including general market conditions for REITs and market perceptions about us.

Outstanding Indebtedness

Our indebtedness creates the possibility that we may be unable to generate cash sufficient to pay the principal of, interest on or other amounts in respect of our indebtedness and other obligations. In addition, we may incur additional debt from time to time to finance strategic acquisitions, investments, joint ventures or for other purposes, subject to the restrictions contained in the documents governing our indebtedness. If we incur additional debt, the risks associated with our leverage, including our ability to service our debt, would increase.

As of September 30, 2017, we had outstanding notes payable of \$2.66 billion (before \$16.8 million of net deferred financing costs and including notes payable associated with real estate held for sale), of which \$1.42 billion, or 53.4%, was variable rate debt. \$839.5 million of the variable rate debt is subject to derivative instruments described in Part I, Item 1 “Note 10 to the Consolidated Financial Statements—Derivative Instruments.”

Edgar Filing: Hudson Pacific Properties, Inc. - Form 10-Q

The following table sets forth information with respect to the amounts included in notes payable, net as of:

| | September 30, 2017 | December 31, 2016 | Interest Rate ⁽¹⁾ | Contractual Maturity Date | |
|---|-----------------------|----------------------|------------------------------|------------------------------|-----|
| UNSECURED NOTES PAYABLE | | | | | |
| Unsecured Revolving Credit Facility ⁽²⁾ | \$ 250,000 | \$ 300,000 | LIBOR + 1.15% to 1.85% | 4/1/2019 | (3) |
| 5-Year Term Loan due April 2020 ⁽²⁾⁽⁴⁾ | 450,000 | 450,000 | LIBOR + 1.30% to 2.20% | 4/1/2020 | |
| 5-Year Term Loan due November 2020 ⁽²⁾ | 175,000 | 175,000 | LIBOR + 1.30% to 2.20% | 11/17/2020 | |
| 7-Year Term Loan due April 2022 ⁽²⁾⁽⁵⁾ | 350,000 | 350,000 | LIBOR + 1.60% to 2.55% | 4/1/2022 | |
| 7-Year Term Loan due November 2022 ⁽²⁾⁽⁶⁾ | 125,000 | 125,000 | LIBOR + 1.60% to 2.55% | 11/17/2022 | |
| Series A Notes | 110,000 | 110,000 | 4.34% | 1/2/2023 | |
| Series E Notes | 50,000 | 50,000 | 3.66% | 9/15/2023 | |
| Series B Notes | 259,000 | 259,000 | 4.69% | 12/16/2025 | |
| Series D Notes | 150,000 | 150,000 | 3.98% | 7/6/2026 | |
| Series C Notes | 56,000 | 56,000 | 4.79% | 12/16/2027 | |
| TOTAL UNSECURED NOTES PAYABLE | 1,975,000 | 2,025,000 | | | |
| SECURED NOTES PAYABLE | | | | | |
| Rincon Center ⁽⁷⁾ | 98,896 | 100,409 | 5.13% | 5/1/2018 | |
| Sunset Gower Studios/Sunset Bronson Studios | 5,001 | 5,001 | LIBOR + 2.25% | 3/4/2019 | (3) |
| Met Park North ⁽⁸⁾ | 64,500 | 64,500 | LIBOR + 1.55% | 8/1/2020 | |
| 10950 Washington ⁽⁷⁾ | 27,549 | 27,929 | 5.32% | 3/11/2022 | |
| Pinnacle I ⁽⁹⁾⁽¹⁰⁾ | 129,000 | 129,000 | 3.95% | 11/7/2022 | |
| Element LA | 168,000 | 168,000 | 4.59% | 11/6/2025 | |
| Pinnacle II ⁽¹⁰⁾ | 87,000 | 87,000 | 4.30% | 6/11/2026 | |
| Hill7 ⁽¹¹⁾ | 101,000 | 101,000 | 3.38% | 11/6/2026 | |
| TOTAL SECURED NOTES PAYABLE | 680,946 | 682,839 | | | |
| TOTAL NOTES PAYABLE | 2,655,946 | 2,707,839 | | | |
| Held for sale balances ⁽¹⁰⁾ | (216,000) | (216,000) | | | |
| Deferred financing costs, net ⁽¹²⁾ | (15,588) | (18,516) | | | |
| TOTAL NOTES PAYABLE, NET⁽¹³⁾ | \$ 2,424,358 | \$ 2,473,323 | | | |

Interest rate with respect to indebtedness is calculated on the basis of a 360-day year for the actual days elapsed.

(1) Interest rates are as of September 30, 2017, which may be different than the interest rates as of December 31, 2016 for corresponding indebtedness.

(2) We have the option to make an irrevocable election to change the interest rate depending on our credit rating. As of September 30, 2017, no such election had been made.

(3) The maturity date may be extended once for an additional one-year term.

Effective July 2016, \$300.0 million of the term loan was effectively fixed at 2.75% to 3.65% per annum through (4) the use of two interest rate swaps. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

(5) Effective July 2016, the outstanding balance of the term loan was effectively fixed at 3.36% to 4.31% per annum through the use of two interest rate swaps. See Part I, Item 1 “Note 10 to our Consolidated Financial

Statements—Derivative Instruments” for details.

(6) Effective June 1, 2016, the outstanding balance of the term loan was effectively fixed at 3.03% to 3.98% per annum through the use of an interest rate swap. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

(7) Monthly debt service includes annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.

(8) This loan bears interest only. Interest on the full loan amount was effectively fixed at 3.71% per annum through the use of an interest rate swap. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

(9) This loan bears interest only for the first five years. Beginning with the payment due December 6, 2017, monthly debt service will include annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.

(10) We own 65% of the ownership interests in the consolidated joint venture that owns the Pinnacle I and II properties. The full amount of the loan is shown. We entered into an agreement on September 14, 2017 to sell our ownership interest in the consolidated joint venture that owns Pinnacle I and Pinnacle II. The sale is expected to close in the fourth quarter of 2017. These properties meet the definition of properties held for sale.

(11) We own 55% of the ownership interest in the consolidated joint venture that owns the Hill7 property. The full amount of the loan is shown. The maturity date of this loan can be extended for an additional two years at a higher interest rate and with principal amortization.

(12) Excludes deferred financing costs related to properties held for sale and amounts related to establishing our unsecured revolving credit facility.

(13) Excludes amounts related to a public offering of \$400 million aggregate principal amount of 3.950% senior notes due 2027 that closed October 2, 2017.

The operating partnership was in compliance with its financial covenants as of September 30, 2017.

Cash Flows

A comparison of our cash flow activity is as follows:

| | Nine Months Ended September 30, | | Dollar Change | Percent Change |
|---|------------------------------------|------------|------------------|-------------------|
| | 2017 | 2016 | | |
| Net cash provided by operating activities | \$239,604 | \$200,852 | \$38,752 | 19.3 % |
| Net cash used in investing activities | (384,479) | (219,981) | (164,498) | 74.8 |
| Net cash provided by financing activities | 150,190 | 59,025 | 91,165 | 154.5 |

Cash and cash equivalents and restricted cash were \$113.5 million and \$108.2 million at September 30, 2017 and December 31, 2016, respectively.

Operating Activities

Net cash provided by operating activities increased by \$38.8 million to \$239.6 million for the nine months ended September 30, 2017 compared to \$200.9 million for the nine months ended September 30, 2016. The change resulted primarily from an increase in cash NOI, as defined, from our office and media and entertainment properties, driven by our Sunset Las Palmas Studios acquisition, 2016 Acquisitions and higher rental revenue across our portfolio, partially offset by lower cash NOI related to One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

Investing Activities

Net cash used in investing activities increased by \$164.5 million to \$384.5 million for the nine months ended September 30, 2017 compared to \$220.0 million for the nine months ended September 30, 2016. The increase resulted primarily from a reduction in proceeds from sales of real estate properties and an increase in cash used for additions to investment in real estate, partially offset by a reduction in cash used to acquire real estate.

Financing Activities

Net cash provided by financing activities increased by \$91.2 million to \$150.2 million for the nine months ended September 30, 2017 compared to \$59.0 million for the nine months ended September 30, 2016. The change resulted primarily from a reduction in repurchases of common units in our operating partnership and reduction in payments of notes payable, partially offset by a reduction in proceeds from notes payable and reduction in proceeds from sale of stock.

Contractual Obligations and Commitments

During the nine months ended September 30, 2017, there were no material changes outside the ordinary course of business in the information regarding specified contractual obligations contained in our 2016 Annual Report on Form 10-K. See Part I, Item 1 “Note 8 to our Consolidated Financial Statements—Notes Payable, net” for information regarding our minimum future principal payments due on our note payables. See Part I, Item 1 “Note 12 to our Consolidated Financial Statements—Future Minimum Lease Payments” for information regarding our future minimum ground lease payments.

Off-Balance Sheet Arrangements

We currently do not have any off-balance sheet arrangements.

Critical Accounting Policies

Our discussion and analysis of our historical financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our financial statements in conformity with GAAP requires us to make estimates of certain items and judgments as to certain future events, for example with respect to the assignment of the purchase price of acquired property among land, buildings, improvements,

57

equipment and any related intangible assets and liabilities, or the effect of a property tax reassessment of our properties. These determinations, even though inherently subjective and prone to change, affect the reported amounts of our assets, liabilities, revenues and expenses. While we believe that our estimates are based on reasonable assumptions and judgments at the time they are made, some of our assumptions, estimates and judgments will inevitably prove to be incorrect. As a result, actual outcomes will likely differ from our accruals and those differences—positive or negative—could be material. Some of our accruals are subject to adjustment, as we believe appropriate based on revised estimates and reconciliation to the actual results when available.

In addition, we identified certain critical accounting policies that affect certain of our more significant estimates and assumptions used in preparing our consolidated financial statements in our 2016 Annual Report on Form 10-K. We have not made any material changes to these policies during the periods covered by this Report.

Non-GAAP Supplemental Financial Measure: Funds From Operations

We calculate FFO in accordance with the White Paper on FFO approved by the Board of Governors of the National Association of Real Estate Investment Trusts. The White Paper defines FFO as net income or loss calculated in accordance with GAAP, excluding extraordinary items, as defined by GAAP, gains and losses from sales of depreciable real estate and impairment write-downs associated with depreciable real estate, plus real estate-related depreciation and amortization (excluding amortization of deferred financing costs and depreciation of non-real estate assets) and after adjustment for unconsolidated partnerships and joint ventures. The calculation of FFO includes the amortization of deferred revenue related to tenant-funded tenant improvements and excludes the depreciation of the related tenant improvement assets. We believe that FFO is a useful supplemental measure of our operating performance. The exclusion from FFO of gains and losses from the sale of operating real estate assets allows investors and analysts to readily identify the operating results of the assets that form the core of our activity and assists in comparing those operating results between periods. Also, because FFO is generally recognized as the industry standard for reporting the operations of REITs, it facilitates comparisons of operating performance to other REITs. However, other REITs may use different methodologies to calculate FFO, and accordingly our FFO may not be comparable to all other REITs.

Implicit in historical cost accounting for real estate assets in accordance with GAAP is the assumption that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered presentations of operating results for real estate companies using historical cost accounting alone to be insufficient. Because FFO excludes depreciation and amortization of real estate assets, we believe that FFO along with the required GAAP presentations provides a more complete measurement of our performance relative to our competitors and a more appropriate basis on which to make decisions involving operating, financing and investing activities than the required GAAP presentations alone would provide. We use FFO per share to calculate annual cash bonuses for certain employees.

However, FFO should not be viewed as an alternative measure of our operating performance because it does not reflect either depreciation and amortization costs or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, which are significant economic costs and could materially impact our results from operations.

The following table presents a reconciliation of net income to FFO:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|--|----------|------------------------------------|-----------|
| | 2017 | 2016 | 2017 | 2016 |
| Net income | \$14,510 | \$5,217 | \$45,617 | \$15,228 |
| Adjustments: | | | | |
| Depreciation and amortization of real estate assets | 70,555 | 66,965 | 215,788 | 200,525 |
| Gains on sale of real estate | — | — | (16,866) | (8,515) |
| FFO attributable to non-controlling interests | (6,609) | (4,902) | (18,561) | (13,574) |
| Net income attributable to preferred units | (159) | (159) | (477) | (477) |
| FFO to common stockholders and unitholders | \$78,297 | \$67,121 | \$225,501 | \$193,187 |

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about our market risk is disclosed in Part II, Item 7A, of our 2016 Annual Report on Form 10-K and is incorporated herein by reference. There have been no material changes for the nine months ended September 30, 2017 to the information provided in Part II, Item 7A, of our 2016 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures (Hudson Pacific Properties, Inc.)

Hudson Pacific Properties, Inc. maintains disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in Hudson Pacific Properties, Inc.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, Hudson Pacific Properties, Inc. carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period covered by this report.

Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded, as of that time, that Hudson Pacific Properties, Inc.'s disclosure controls and procedures were effective in providing a reasonable level of assurance that information Hudson Pacific Properties, Inc. is required to disclose in reports that Hudson Pacific Properties, Inc. files under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

Disclosure Controls and Procedures (Hudson Pacific Properties, L.P.)

Hudson Pacific Properties, L.P. maintains disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in Hudson Pacific Properties, L.P.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, Hudson Pacific Properties, L.P. carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period

covered by this report.

Based on the foregoing, the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.) concluded, as of that time, that Hudson Pacific Properties, L.P.'s disclosure controls and procedures were effective in providing a reasonable level of assurance that information Hudson Pacific Properties, L.P. is required to disclose in reports that Hudson Pacific Properties, L.P. files under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial

60

Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), as appropriate, to allow for timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting (Hudson Pacific Properties, Inc.)

There have been no changes that occurred during the third quarter of the year covered by this report in Hudson Pacific Properties, Inc.'s internal control over financial reporting identified in connection with the evaluation referenced above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Changes in Internal Control Over Financial Reporting (Hudson Pacific Properties, L.P.)

There have been no changes that occurred during the third quarter of the year covered by this report in Hudson Pacific Properties, L.P.'s internal control over financial reporting identified in connection with the evaluation referenced above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are a party to various lawsuits, claims and other legal proceedings arising out of, or incident to, our ordinary course of business. We are not currently a party, as plaintiff or defendant, to any legal proceedings that we believe to be material or that, individually or in the aggregate, would be expected to have a material adverse effect on our business, financial condition, results of operations or cash flows if determined adversely to us.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in the section entitled “Risk Factors” in our 2016 Annual Report on Form 10-K. Please review the Risk Factors set forth in our 2016 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a)Recent Sales of Unregistered Securities:

During the third quarter of 2017, our operating partnership issued partnership units in private placements in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act, in the amounts and for the consideration set forth below:

During the third quarter of 2017, the Company issued an aggregate of 950 shares of its common stock to certain of its non-employee directors as compensation in lieu of cash, out of which no shares of common stock were forfeited to the Company in connection with tax withholding obligations for a net issuance of 950 shares of common stock. For each share of common stock issued by the Company in connection with such an award, our operating partnership issued a restricted common unit to the Company as provided in our operating partnership’s partnership agreement. During the third quarter of 2017, our operating partnership issued an aggregate of 950 common units to the Company.

All other issuances of unregistered equity securities of our operating partnership during the third quarter of 2017 have previously been disclosed in filings with the SEC. For all issuances of units to the Company, our operating partnership relied on the Company’s status as a publicly traded NYSE-listed company with over \$6.91 billion in total consolidated assets and as our operating partnership’s majority owner and sole general partner as the basis for the exemption under Section 4(a)(2) of the Securities Act.

(b)Use of Proceeds from Registered Securities: None

(c)Purchases of Equity Securities by the Issuer and Affiliated Purchasers: None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

| Exhibit No. | Description | Incorporated by Reference | | | Filing Date |
|-------------|---|---------------------------|------------|-------------|-------------------|
| | | Form | File No. | Exhibit No. | |
| 3.1 | <u>Articles of Amendment and Restatement of Hudson Pacific Properties, Inc.</u> | S-11/A | 333-164916 | 3.1 | May 12, 2010 |
| 3.2 | <u>Second Amended and Restated Bylaws of Hudson Pacific Properties, Inc.</u> | 8-K | 001-34789 | 3.1 | January 12, 2015 |
| 3.3 | <u>Fourth Amended and Restated Agreement of Limited Partnership of Hudson Pacific Properties, L.P.</u> | 10-K | 001-34789 | 10.1 | February 26, 2016 |
| 3.4 | <u>Certificate of Limited Partnership of Hudson Pacific Properties, L.P.</u> | 10-Q | 001-34789 | 3.4 | November 4, 2016 |
| 4.1 | <u>Indenture, dated October 2, 2017, among Hudson Pacific Properties, L.P., and U.S. Bank National Association</u> | 8-K | 001-34789 | 4.1 | October 2, 2017 |
| 4.2 | <u>Supplemental Indenture No. 1, dated October 2, 2017, among Hudson Pacific Properties, L.P., Hudson Pacific Properties, Inc. and U.S. Bank National Association</u> | 8-K | 001-34789 | 4.2 | October 2, 2017 |
| 10.1 | <u>Amended and Restated Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010 Incentive Award Plan*</u> | 8-K | 001-34789 | 10.1 | May 25, 2017 |
| 10.2 | <u>Indemnification Agreement, dated August 16, 2017, by and between Hudson Pacific Properties, Inc. and Andrea Wong</u> | | | | |
| 31.1 | <u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.</u> | | | | |
| 31.2 | <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.</u> | | | | |
| 31.3 | <u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.</u> | | | | |
| 31.4 | <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Hudson Pacific Properties, L.P.</u> | | | | |
| 32.1 | <u>Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.</u> | | | | |
| 32.2 | <u>Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.</u> | | | | |
| 101 | The following financial information from Hudson Pacific Properties, Inc.'s and Hudson Pacific Properties, L.P.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Comprehensive Income (Loss) (unaudited), (iv) Consolidated Statements of Equity (unaudited), (v) Consolidated Statements of Capital (unaudited), (vi) Consolidated Statements of Cash Flows (unaudited) and (vii) Notes to Unaudited Consolidated Financial Statements ** | | | | |

*

Denotes a management contract or compensatory plan or arrangement.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the

** Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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.

HUDSON PACIFIC PROPERTIES, INC.

Date: November 3, 2017 /S/ VICTOR J. COLEMAN

Victor J. Coleman

Chief Executive Officer (Principal Executive Officer)

HUDSON PACIFIC PROPERTIES, INC.

Date: November 3, 2017 /S/ MARK T. LAMMAS

Mark T. Lammas

Chief Operating Officer, Chief Financial Officer and Treasurer
(Principal Financial Officer)

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.

HUDSON PACIFIC PROPERTIES, L.P.

Date: November 3, 2017 /S/ VICTOR J. COLEMAN

Victor J. Coleman

Chief Executive Officer (Principal Executive Officer)

HUDSON PACIFIC PROPERTIES, L.P.

Date: November 3, 2017 /S/ MARK T. LAMMAS

Mark T. Lammas

Chief Operating Officer, Chief Financial Officer and Treasurer
(Principal Financial Officer)