

Hudson Pacific Properties, Inc.  
Form DEFM14A  
January 20, 2015

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**HUDSON PACIFIC PROPERTIES, INC.**

**(Name of Registrant as Specified In Its Charter)**

**N/A**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

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11601 Wilshire Blvd., Sixth Floor

Los Angeles, California 90025

January 20, 2015

To the Stockholders of Hudson Pacific Properties, Inc.:

You are cordially invited to attend a special meeting of the common stockholders of Hudson Pacific Properties, Inc., which we refer to as Hudson, to be held on March 5, 2015, commencing at 8:00 a.m. local time, at Hudson's executive offices located at 11601 Wilshire Boulevard, Sixth Floor, Los Angeles, California 90025.

On December 6, 2014, Hudson and its subsidiary Hudson Pacific Properties, L.P., which we refer to as the Operating Partnership, entered into an asset purchase agreement, which we refer to as the Purchase Agreement, with certain affiliates of The Blackstone Group L.P., which we refer to as the Seller Parties. Pursuant to the Purchase Agreement, Hudson will acquire a portfolio of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels located in the San Francisco Peninsula and Silicon Valley areas, which we refer to as the Target Properties and also refer to in certain instances herein, collectively, as the Target Portfolio, from the Seller Parties, in exchange for a combination of \$1.75 billion in cash, subject to adjustment as described in this proxy statement, and the issuance of up to an aggregate amount of 63,474,791 shares of Hudson common stock, or common stock, and common units of limited partnership interest in the Operating Partnership, or common units, subject to reduction as described in this proxy statement. We believe that the acquisition of the Target Properties aligns with our strategy to acquire high-quality office properties in our core West Coast target markets and where we can leverage our operating, leasing and development platforms to create long-term value for our shareholders. Hudson has long targeted these two Northern California regions for expansion and the Target Properties present Hudson with a strong, diversified tenancy, including several nationally known technology companies. The transaction will result in Hudson effectively doubling in size, and we believe will result in operational efficiencies and improved access to capital, as well as a potential path to an investment grade credit rating.

The final number of shares of common stock and common units to be issued in the transaction will not exceed 63,474,791 in the aggregate, but the exact number of each will not be known until the closing of the transaction. Under the rules of the New York Stock Exchange, or NYSE, on which our common stock is listed, the proposed issuance of the shares of common stock and common units to the Seller Parties (or their designated affiliates) in connection with the transaction requires the approval of Hudson's stockholders because the maximum number of shares and common units to be issued exceeds 20% of the total number of shares of our common stock and common units outstanding prior to the issuance.

At the special meeting, holders of shares of Hudson common stock will be asked to consider and vote on (i) a proposal to approve the issuance of the shares of Hudson common stock and common units as contemplated by the Purchase Agreement, which we refer to as the Equity Issuance and (ii) a proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance.

**Hudson's Board of Directors approved the Purchase Agreement as well as the Equity Issuance and the other transactions contemplated by the Purchase Agreement, and recommends that Hudson's stockholders vote FOR each of the proposals.**

If Hudson's stockholders do not approve the proposal to approve the Equity Issuance presented at the special meeting, the transactions contemplated by the Purchase Agreement cannot be consummated.

Your vote is important. Whether or not you expect to attend the special meeting in person, please authorize a proxy to vote on your behalf as promptly as possible by completing, signing, dating and mailing your proxy card in the pre-addressed postage-paid envelope provided or authorizing your proxy by one of the other methods specified in this proxy statement. If your common stock is held in street name by your broker or other nominee, only your broker or other nominee can vote your shares and the vote cannot be cast unless you provide instructions to your broker or other nominee on how to vote or you obtain a legal proxy from your broker or other nominee. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares. Authorizing a proxy will ensure that your shares are represented at the special meeting. If you attend the special meeting and desire to vote in person, you may do so even though you have previously authorized your proxy.

We encourage you to carefully read this proxy statement in its entirety before voting, including the annexes and documents referred to or incorporated by reference and the section entitled Risk Factors beginning on page 17. On behalf of your management team and board of directors, I thank you for your support and urge you to vote **FOR** approval of the issuance of Hudson common stock and common units of limited partnership interest in the Operating Partnership in the transaction.

Sincerely,

Victor Coleman

*Chief Executive Officer, President and*

*Chairman of the Board of Directors*

Neither the Securities and Exchange Commission, nor any state securities regulatory authority has approved or disapproved of the transaction or has passed upon the adequacy or accuracy of the disclosure in this proxy statement. Any representation to the contrary is a criminal offense.

This proxy statement is dated January 20, 2015 and is first being mailed to Hudson Pacific Properties, Inc. stockholders on or about January 21, 2015.

**Hudson Pacific Properties, Inc.**

**11601 Wilshire Blvd., Sixth Floor**

**Los Angeles, California 90025**

**(310) 445-5700**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON MARCH 5, 2015**

To the Stockholders of Hudson Pacific Properties, Inc.:

Notice is hereby given that a special meeting of the stockholders of Hudson Pacific Properties, Inc., a Maryland corporation, which we refer to as Hudson, will be held on March 5, 2015, commencing at 8:00 a.m., local time, at Hudson's executive offices located at 11601 Wilshire Blvd., Sixth Floor, Los Angeles, California 90025, unless postponed or adjourned to a later date or time or different place, for the purpose of considering and voting upon the following matters contemplated by the Purchase Agreement, dated as of December 6, 2014, by and among Hudson, Hudson Pacific Properties, L.P., a Maryland limited partnership and subsidiary of Hudson, which we refer to as the Operating Partnership, and certain affiliates of The Blackstone Group L.P. in connection with the proposed acquisition by Hudson and the Operating Partnership of a portfolio of 26 office buildings and two land parcels located in the San Francisco Peninsula and Silicon Valley areas:

1. a proposal to approve the issuance of up to an aggregate amount of 63,474,791 shares of Hudson common stock and common units of limited partnership interest in the Operating Partnership as contemplated by the Purchase Agreement (the Equity Issuance); and
2. a proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance.

Approval of the proposal to approve the Equity Issuance requires the affirmative vote of a majority of the votes cast on such proposal.

Approval of the proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance, requires the affirmative vote of a majority of the votes cast on such proposal. If Hudson's stockholders do not approve the Equity Issuance, the transactions contemplated by the Purchase Agreement cannot be consummated.

**Recommendation of the Board**

**The Board recommends that holders of shares of Hudson common stock vote FOR the proposal to approve the issuance of the shares of Hudson common stock and common units of limited partnership interest in the Operating Partnership as contemplated by the Purchase Agreement.**

The foregoing items of business are more fully described in the proxy statement accompanying this notice. The expenses of printing proxy materials, including expenses involved in forwarding materials to beneficial owners of stock, will be paid by Hudson. Only stockholders of record at the close of business on January 16, 2015 are entitled to notice of and to vote at the special meeting.

By Order of the Board of Directors,

Kay L. Tidwell

*Executive Vice President, General Counsel*

*and Secretary*

January 20, 2015

Los Angeles, California

**YOUR VOTE IS IMPORTANT**

Your vote is important no matter how many shares you own. In order to ensure that your shares of common stock will be represented at the special meeting, we have enclosed a proxy card by which you can direct the voting of your shares. Whether or not you plan to attend the special meeting in person, please authorize a proxy to vote your shares as promptly as possible by completing, signing, dating and mailing your proxy card in the pre-addressed postage-paid envelope provided or calling the toll-free telephone number listed on your proxy card or accessing the Internet Web site described in the instructions on the enclosed proxy card. Authorizing a proxy will assure that you are represented and your votes are cast at the special meeting if you do not attend in person. If your shares are held in street name by your broker or other nominee, please follow the directions provided by your broker or other nominee regarding how to instruct the record holder to vote your shares. Additionally, if you attend the special meeting and desire to vote in person, you may do so even though you have previously authorized a proxy.

We thank you for your continued interest in Hudson Pacific Properties, Inc. and look forward to seeing you at the special meeting.



### ADDITIONAL INFORMATION

This proxy statement incorporates by reference important business and financial information about Hudson from other documents filed with the Securities and Exchange Commission, which we refer to as the SEC, that are not included or delivered with this proxy statement. See Where You Can Find More Information; Incorporation by Reference beginning on page 119.

This information is available to you without charge upon written or oral request. You can obtain the documents incorporated by reference into this proxy statement by requesting them in writing or by telephone at the following address and telephone number:

Hudson Pacific Properties, Inc.

Attention: Investor Relations

11601 Wilshire Blvd., Sixth Floor

Los Angeles, California 90025

(310) 445-5700

[www.hudsonpacificproperties.com](http://www.hudsonpacificproperties.com)

Information contained on the Web site specified above is expressly not incorporated by reference into this proxy statement.

You may also request information from Mackenzie Partners, Inc., Hudson's proxy solicitor, at the following address and telephone number:

Mackenzie Partners, Inc.

Attention: Dan Burch

105 Madison Avenue

New York, NY 10016

800-322-2885

To receive timely delivery of the requested documents in advance of the Hudson special meeting, please make your request no later than March 4, 2015.

## ABOUT THIS DOCUMENT

Hudson Pacific Properties, Inc., which we refer to herein as the Company, Hudson, we, our, or us, is providing proxy materials in connection with the solicitation by our Board of Directors of proxies to be voted at our special meeting of our stockholders to be held on March 5, 2015, commencing at 8:00 a.m., local time, at Hudson's executive offices located at 11601 Wilshire Boulevard, Sixth Floor, Los Angeles, California 90025, or at any adjournment or postponement thereof. This proxy statement and the enclosed proxy card will be mailed to each stockholder entitled to notice of, and to vote at, the special meeting of stockholders commencing on or about January 21, 2015.

You should rely only on the information contained in or incorporated by reference into this proxy statement. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement. This proxy statement is dated January 20, 2015. You should not assume that the information contained in this proxy statement is accurate as of any other date, nor should you assume that the information incorporated by reference into this proxy statement is accurate as of any date other than the date of such incorporated document. The mailing of this proxy statement to our stockholders will not create any implication to the contrary.

**This proxy statement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.**

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## QUESTIONS AND ANSWERS

The following are answers to some questions that you may have regarding Hudson, the Purchase Agreement, the Equity Issuance and the other transactions contemplated by the Purchase Agreement and the special meeting. We urge you to read carefully this entire proxy statement, including the annexes and the other documents referred to or incorporated by reference into this proxy statement, because the information in this section does not provide all of the information that might be important to you.

Unless stated otherwise or the context otherwise requires, in this proxy statement:

all references to (i) Hudson, the Company, we, us or our are to Hudson Pacific Properties, Inc., a Maryland corporation, and (ii) the Operating Partnership are to Hudson Pacific Properties, L.P., a Maryland limited partnership and a subsidiary of Hudson;

all references to (i) Blackstone are to The Blackstone Group L.P., a Delaware limited partnership, and (ii) the Seller Parties are to the certain affiliates of Blackstone who are parties to the Purchase Agreement; and

all references to the Purchase Agreement are to the Asset Purchase Agreement, dated as of December 6, 2014, by and among Hudson, the Operating Partnership and the Seller Parties, as it may be amended from time to time, a copy of which is attached as Annex A to this proxy statement and incorporated herein by reference.

### **Who is soliciting my vote?**

Hudson's Board of Directors (the Board) is soliciting your vote at the special meeting of stockholders.

### **What is the proposed transaction?**

Hudson, the Operating Partnership and the Seller Parties entered into the Purchase Agreement on December 6, 2014, pursuant to which the Operating Partnership and/or other subsidiaries of Hudson will acquire a portfolio of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels in the San Francisco Peninsula and Silicon Valley (which we refer to as the Target Properties and also refer to in certain instances herein, collectively, as the Target Portfolio) from the Seller Parties in exchange for a combination of cash and equity consideration, each subject to adjustment in accordance with the terms of the Purchase Agreement (the transaction) as follows:

*Cash Consideration.* At the consummation of the transaction, the Operating Partnership will deliver to the Seller Parties a payment in cash of an aggregate amount equal to \$1.75 billion, subject to adjustment as described under the heading The Transaction Documents The Purchase Agreement Consideration beginning on page 65 (the Cash Consideration).

*Equity Consideration.* At the consummation of the transaction, the Operating Partnership will deliver to the Seller Parties (or their designated affiliates) an aggregate amount of up to 63,474,791 newly-issued shares of Hudson common stock (common stock) and newly-issued common units of limited partnership interest in

the Operating Partnership ( common units ) (and such common units and shares of common stock, together, the Equity Consideration ). At the consummation of the transaction, the portion of the Equity Consideration consisting of common stock will represent 9.8% (rounded down to the nearest whole share) of the total outstanding shares of common stock (after giving effect to the issuance of the Equity Consideration but excluding outstanding restricted shares of common stock), and the issuance of the portion of the Equity Consideration consisting of common units will be in an amount equal to up to 63,474,791, less the number of shares of common stock to be issued in the transaction (we refer to the issuance by Hudson of such common stock and the issuance by the Operating Partnership of such common units as the Equity Issuance ), subject to reduction as described below under the heading The Transaction Documents The Purchase Agreement Consideration beginning on page 65.

### **Why am I receiving this proxy statement?**

The Board is using this proxy statement to solicit proxies of Hudson stockholders in connection with the Equity Issuance. In order to complete the transaction, the Hudson stockholders must approve the Equity Issuance. Hudson will hold a special meeting of its stockholders to obtain approval of the Equity Issuance. This proxy statement contains important information about the transaction, the Equity Issuance, and the special meeting and you should read it carefully and in its entirety. The enclosed voting materials allow you to authorize a proxy to vote your shares of Hudson common stock without attending the special meeting. As promptly as practicable, please complete, sign, date and mail your proxy card in the pre-addressed postage-paid envelope provided or call the toll-free telephone number listed on your proxy card or access the Internet Web site described in the instructions on the enclosed proxy card.

### **Why has Hudson decided to acquire the Target Properties?**

We believe that the transaction will provide substantial strategic and financial benefits to our company, our stockholders and our customers, including the following:

the unique opportunity presented by the size, scope and premium quality of the Target Properties;

the opportunity for Hudson to leverage its operating platform and create near and long-term value;

the benefits that could result from the combination of the Target Properties with Hudson's existing portfolio;  
and

the benefits of Blackstone as a significant equity holder in Hudson.

Please see "The Transaction Recommendation of the Board and Its Reasons for the Transaction" beginning on page 38 for a detailed discussion of the reasons for and benefits of the transaction.

### **What are the specific proposals that stockholders are being asked to vote on at the special meeting?**

The holders of our common stock are being asked to consider and vote upon the following proposals at the special meeting:

*Proposal 1:* a proposal to approve the Equity Issuance; and

*Proposal 2:* a proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance.

### **How does the Board recommend that I vote?**

The Board recommends that you vote your shares:

*Proposal 1:* **FOR** approval of the Equity Issuance; and

*Proposal 2:* **FOR** approval of the proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance.



**Are there risks I should consider in deciding how to vote on the proposal to approve the Equity Issuance?**

Yes. In evaluating the proposal to approve the Equity Issuance, you should carefully read this proxy statement, including the factors discussed in the section **Risk Factors** beginning on page 17. *You are urged to read this proxy statement in its entirety prior to authorizing a proxy.*

**What is included in the proxy materials?**

Proxy materials include this proxy statement for the special meeting. This proxy statement was filed with the SEC and is available free of charge on our Web site ([www.hudsonpacificproperties.com](http://www.hudsonpacificproperties.com)).

**When and where is the special meeting of Hudson stockholders?**

The special meeting will be held on March 5, 2015, commencing at 8:00 a.m., local time, at Hudson's executive offices located at 11601 Wilshire Boulevard, Sixth Floor, Los Angeles, California 90025, unless postponed or adjourned to a later date or time or different place.

**Who may vote at the special meeting?**

The Board has set the close of business on January 16, 2015, as the record date for the special meeting. If you were the owner of shares of Hudson common stock at the close of business on January 16, 2015, which we refer to as the record date, you may vote at the special meeting. You are entitled to one vote for each share of common stock you held on the record date, including shares:

held directly in your name with our transfer agent as a holder of record ; and

held for you in an account with a broker, bank or other nominee (shares held in street name ).

Concurrently with the execution of the Purchase Agreement, on December 6, 2014, Farallon Capital Partners L.P., Farallon Capital Institutional Partners, L.P. and Farallon Capital Institutional Partners III, L.P. (which we refer to collectively as the Farallon Funds ) entered into a Voting Agreement (which we refer to here as the Voting Agreement ) with the Seller Parties, pursuant to which each of the Farallon Funds has agreed that, until the termination of the Voting Agreement, it will vote in favor of the transaction and against any potential competing transaction or any action that could reasonably be expected to adversely affect the transaction. For a detailed description of the Voting Agreement, please see the The Transaction Documents The Voting Agreement beginning on page 86. As of December 6, 2014, the Farallon Funds collectively held an aggregate of 8,722,016 shares of common stock.

**How many stockholders must be present to hold the meeting?**

Stockholders entitled to cast a majority of the votes entitled to be cast at the special meeting must be present in person or represented by proxy at the special meeting in order to hold the meeting and conduct business. This is called a quorum. As of the record date, there were 67,195,880 shares of Hudson common stock outstanding and entitled to vote at the special meeting. Stockholders who properly authorize a proxy and instruct their proxy to abstain with respect to any or all matters to be voted on at the special meeting will be counted as present for purposes of establishing a quorum at the meeting. A broker non-vote occurs when shares are held by a broker or other nominee, but the broker or other nominee has not received voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares. Brokers or other nominees may exercise discretion in voting on routine matters, but may not exercise discretion and therefore will not vote on non-routine matters if instructions are not given. The only proposals to be voted on at the special meeting are non-routine. Therefore, there can be no broker non-votes at the special meeting, so failure to provide instructions to your broker or other nominee on how to vote will result in you not being counted as present at the meeting.

**What vote is required to approve each item?**

The proposal to approve the Equity Issuance requires the affirmative vote of the stockholders that cast a majority of the total votes cast on the proposal. The actions contemplated by the Equity Issuance, even if approved by our stockholders, will not occur unless we complete the transaction.

The proposal to adjourn the special meeting requires the affirmative vote of the stockholders that cast a majority of the total votes cast on the proposal.

**How may I cast my votes?**

You may vote **FOR** or **AGAINST** or instruct your proxy to **ABSTAIN** on the vote on the proposal to approve the Equity Issuance and you may vote **FOR** or **AGAINST** or instruct your proxy to **ABSTAIN** on the vote on the proposal to adjourn the special meeting.

If you authorize a proxy without providing voting instructions, and your proxy is not revoked, the persons named as proxies will vote in accordance with the Board's recommendation to approve the Equity Issuance and to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance. The Board recommends a vote **FOR** each proposal.

**What if I abstain from voting?**

If you properly authorize a proxy but instruct your proxy to abstain from voting on any proposal, you will still be counted as present at the meeting for purposes of determining whether a quorum exists. If you instruct your proxy to abstain from voting on the proposal to approve the Equity Issuance, your abstention will have the effect of a vote **AGAINST** the proposal. Abstentions will have no effect on the proposal to adjourn the special meeting.

**Will my shares be voted if I do not authorize a proxy or vote in person?**

If you do not sign and return your proxy card, authorize a proxy by telephone or Internet, or vote in person, your votes will not be cast at the special meeting. If your shares are held in street name and you do not provide instructions to your broker, your broker may not vote your shares with respect to the proposals because they are considered non-routine. If a broker who holds shares for another person does not vote on a particular proposal because that broker does not have discretionary voting power for the proposal and has not received voting instructions from the owner of the shares, then a broker non-vote will occur. It is important that your shares are voted at the special meeting.

The proposal to approve the Equity Issuance and the proposal to adjourn the special meeting are non-routine matters. Therefore, if your shares are held in street name by your broker and you do not provide your broker with instructions on how to vote your street name shares, your broker will not be permitted to vote on the proposal to approve the Equity Issuance or on the proposal to adjourn the special meeting. You should therefore be sure to provide your broker with instructions on how to vote your shares. Please check the voting form used by your broker to see if it offers telephone or Internet submission of voting instructions.

**What do I need to do now?**

After carefully reading and considering the information in this proxy statement, whether or not you plan on attending the special meeting, please authorize a proxy in accordance with the instructions set forth in the enclosed proxy card, or fill out, sign and date the proxy card, and then mail your signed proxy card in the enclosed prepaid envelope so that your shares may be voted at the special meeting. You may also call the toll-free telephone number listed on your proxy card or access the Internet Web site described in the instructions on the enclosed proxy card.

**How do I authorize a proxy to vote my shares without attending the special meeting?**

*Stockholders of Record.* If you hold shares directly in your name with Hudson's transfer agent, Computershare Investor Services, you are a stockholder of record and you may authorize a proxy to vote your shares at the special meeting. You may authorize a proxy by completing, signing, dating and mailing your proxy card in the pre-addressed postage-paid envelope provided or calling the toll-free telephone number listed on your proxy card or accessing the Internet Web site described in the instructions on the enclosed proxy card. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), you should indicate your name and title or capacity.

*Beneficial Owner of Shares/Shares Held in Street Name.* If you hold shares in street name, you may direct your vote without attending the special meeting by following the voting directions provided by your broker, bank, broker-dealer or similar organization. Please check the voting form used by your broker to see if it offers



telephone or Internet submission. If you provide specific voting instructions by mail, telephone or the Internet, your votes will be cast by your broker or nominee as you have directed. If your broker, bank, broker-dealer or similar organization holds your shares in its name and you do not instruct it how to vote, it will not have discretion to vote on any of the proposals at the special meeting.

**How will my proxy be voted?**

All proxies authorized via the Internet or by telephone at or prior to 11:59 p.m. New York time on March 4, 2015 or by mail and received at or prior to the special meeting, and in each case, not revoked, will be voted at the special meeting as instructed on such proxies. If you are a holder of record of our common stock as of the record date and return a properly executed proxy but do not indicate how your shares of common stock should be voted on a proposal, the shares of common stock represented by your properly executed proxy will be voted in accordance with the recommendation of the Board. The Board recommends that you vote **FOR** the proposal to approve the Equity Issuance and **FOR** the proposal to adjourn the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes at the time of the meeting to approve the Equity Issuance.

**How do I vote my shares in person at the special meeting?**

Even if you plan to attend the special meeting, we encourage you to vote by signing, dating and returning the enclosed proxy card and mailing it in the pre-addressed postage-paid envelope provided, calling the toll-free telephone number listed on your proxy card or accessing the Internet Web site described in the instructions on the enclosed proxy card so your vote will be counted if you later decide not to attend the special meeting.

If you choose to vote in person at the special meeting:

if you are a stockholder of record, you may vote by the ballot to be provided at the special meeting; or

if you hold your shares in street name, you must obtain a proxy in your name from your bank, broker or other holder of record in order to vote by ballot at the special meeting (which may take several days).

Please call (310) 455-5700 to obtain directions to attend the special meeting.

**What happens if my shares are held in more than one account or if I receive more than one set of voting materials?**

If your shares are held in more than one account, you will receive a proxy card for each account. To ensure that all of your shares in each account are voted, you must complete, sign, date and mail each proxy card you receive in the pre-addressed postage-paid envelopes provided or call the toll-free telephone number listed on each proxy card or access the Internet Web site described in the instructions on each proxy card you receive.

If you and other residents at your mailing address own shares of Hudson stock in street name, your bank, broker or other holder of record may have notified you that your household will receive only one proxy statement for each company in which you hold stock through that bank, broker or other holder of record. This practice is known as householding. Unless you responded that you did not want to participate in householding, you were deemed to have consented to the process. Therefore, your bank, broker or other holder of record will send only one copy of the proxy statement to your address. Each stockholder in your household will continue to receive a separate voting instruction form.

If you would like to receive your own proxy statement in the future, or if you share an address with another Hudson stockholder and together both of you would like to receive only a single set of Hudson disclosure documents, please contact our Investor Relations department by: (i) mail at Hudson Pacific Properties, Inc., Attention: Investor Relations, 11601 Wilshire Blvd., Sixth Floor, Los Angeles, California 90025, (ii) telephone at

(310) 455-5700, or (iii) e-mail at investorrelations@hudsonpacificproperties.com. As a part of this process, you will be asked to provide your name, the name of your bank, broker or other holder of record and your account number. The revocation of your consent to householding should be effective 30 days following receipt of your instructions.

If you did not receive an individual copy of this proxy statement, we will send a copy to you upon a written or oral request. Please contact us as indicated above.

**May I revoke my proxy or change my vote?**

If you hold shares of Hudson common stock as the registered holder, you may change your vote or revoke your proxy at any time before it is exercised at the special meeting by:

submitting a later-dated notice in writing to Hudson's Executive Vice President, General Counsel and Secretary at Hudson Pacific Properties, Inc., 11601 Wilshire Blvd., Sixth Floor, Los Angeles, California 90025, that you are revoking your proxy;

executing and delivering a later-dated proxy card or authorizing a later-dated proxy by telephone or on the Internet; or

attending the special meeting in person and voting your shares, although attendance at the special meeting will not, by itself, revoke a proxy, unless you specifically request such a revocation.

If you hold shares of Hudson common stock through a broker or other nominee, you may revoke your voting instructions by following the instructions provided by your broker or other nominee.

**What if I sell my shares of common stock before the special meeting?**

If you held shares of common stock as of the record date for the special meeting, you are entitled to vote even if you transfer the shares after the record date but before the special meeting.

**How can I find out the results of the special meeting?**

The preliminary voting results will be announced at the special meeting. The final voting results will be published on a Form 8-K which will be filed with the SEC within four business days after the special meeting.

**When do you expect the transaction to be completed?**

We currently expect the transaction to close in the first half of 2015. However, we cannot consummate the transaction until the Hudson common stockholders approve the proposal related to the Equity Issuance described in this proxy statement and until the other conditions set forth in the Purchase Agreement are satisfied or waived by the respective parties to the Purchase Agreement. Nevertheless, the transaction will not close prior to April 30, 2015 without Hudson's consent.



## SUMMARY

*The following summary highlights some of the information contained in this proxy statement. This summary may not contain all of the information that is important to you. For a more complete description of Hudson, the Operating Partnership, the Seller Parties, Blackstone, the Purchase Agreement, the Target Properties and the other transactions contemplated by the Purchase Agreement, Hudson encourages you to read the information incorporated by reference into this proxy statement which includes important business and financial information about Hudson that has been filed with the SEC. You may find the information incorporated by reference into this proxy statement, without charge, by following the instructions in the section entitled "Where You Can Find More Information; Incorporation by Reference" beginning on page 119. We have included references to other portions of this proxy statement to direct you to a more complete description of the topics presented in this summary, which you should review carefully in their entirety.*

### **The Parties**

#### ***Hudson Pacific Properties, Inc. (see page 31)***

Hudson is a full-service, vertically integrated real estate investment trust, or REIT, focused on owning, operating, developing and acquiring high-quality office and media and entertainment properties in select growth markets primarily in Northern and Southern California and the Pacific Northwest. Hudson's investment strategy is focused on high barrier-to-entry, in-fill locations with favorable, long-term supply demand characteristics. These markets include Los Angeles, San Francisco, Silicon Valley, and the Pacific Northwest, which Hudson refers to as its target markets.

Hudson was formed as a Maryland corporation in 2009 to succeed the business of Hudson Capital, LLC, a Los Angeles-based real estate investment firm founded by Victor J. Coleman, Hudson's Chief Executive Officer, President and Chairman of the Board. On June 29, 2010, Hudson completed its initial public offering.

#### ***Hudson Pacific Properties, L.P. (see page 31)***

Hudson owns interests in all of its properties and conducts substantially all of its business through the Operating Partnership, Hudson Pacific Properties, L.P., a Maryland limited partnership, of which Hudson serves as the sole general partner. As of January 16, 2015, Hudson owned approximately 96.6% of the outstanding common units of partnership interest in the Operating Partnership. The remaining approximately 3.4% of the common units of limited partnership interest in the Operating Partnership outstanding are owned by certain of Hudson's executive officers and directors, certain of their affiliates, and other outside investors, including funds affiliated with Farallon Capital Management, L.L.C.

Hudson's and the Operating Partnership's principal executive offices are located at 11601 Wilshire Blvd., Sixth Floor, Los Angeles, California 90025, and Hudson's and the Operating Partnership's telephone number is (310) 445-5700.

#### ***The Seller Parties (see page 31)***

The Seller Parties under the Purchase Agreement constitute entities affiliated with and controlled by Blackstone. Blackstone is one of the world's leading investment firms. Blackstone's asset management businesses, with almost \$300 billion in assets under management, include investment vehicles focused on private equity, real estate, public debt and equity, non-investment grade credit, real assets and secondary funds, all on a global basis. Blackstone also provides various financial advisory services, including financial and strategic advisory, restructuring and reorganization advisory and fund placement services. Further information is available at [www.blackstone.com](http://www.blackstone.com). The Seller Parties' principal executive offices are located at 345 Park Avenue, New York, New York 10154, and its telephone number is (212) 583-5000.



Please see the *The Transaction* *The Parties* beginning on page 31 for a description of the parties to the transaction.

**The Transaction (see page 32)**

The Operating Partnership and/or one or more other subsidiaries of Hudson will acquire a portfolio of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels in the San Francisco Peninsula and Silicon Valley (which we refer to as the *Target Properties* and also refer to in certain instances herein, collectively, as the *Target Portfolio* ) pursuant to the terms and subject to the conditions of the Purchase Agreement (as described below). In consideration for the purchase and sale of the Target Properties, (i) the Operating Partnership will deliver (or cause to be delivered) to the Seller Parties a cash payment equal to \$1.75 billion, subject to the adjustment described below (the *Cash Consideration* ), and (ii) the Operating Partnership will deliver to the Seller Parties (or their designated affiliates) the Equity Consideration, subject to reduction as described below. The *Equity Consideration* will consist of up to 63,474,791 (in the aggregate) shares of common stock (to be issued by Hudson and delivered to the Operating Partnership for further delivery to the Seller Parties (or their designated affiliates) and newly issued common units, subject to reduction as described below. The number of shares of common stock to be delivered to the Seller Parties (or their designated affiliates) will be equal to 9.8% (rounded down to the nearest whole share) of the total issued and outstanding shares of common stock (excluding any restricted shares of common stock then issued and outstanding, but for purposes of such calculation, after giving effect to the Company's issuance of the Equity Consideration to the Seller Parties (which we refer to as the *Equity Issuance* )) as of the close of business two business days immediately prior to the date of the consummation of the transaction. The remainder of the Equity Consideration will consist of newly-issued common units of limited partnership interest in the Operating Partnership, or common units.

A copy of the Purchase Agreement is attached as Annex A to this proxy statement and incorporated herein by reference. Hudson encourages you to carefully read the Purchase Agreement in its entirety because it is the principal document governing the transaction.

***The Purchase Agreement (see page 65)***

On December 6, 2014, Hudson and the Operating Partnership (together, the *Buyer Parties* ) and certain affiliates of the Blackstone Group L.P. (collectively, the *Seller Parties* ) entered into an asset purchase agreement (the *Purchase Agreement* ), pursuant to which Hudson will acquire the Target Properties from the Seller Parties, in exchange for a combination of the Cash Consideration and the Equity Consideration (the *transaction* ). The Purchase Agreement contains certain customary representations, warranties and covenants made by each of the Buyer Parties and the Seller Parties, respectively.

The Purchase Agreement is attached as Annex A to this proxy statement. We encourage you to read the Purchase Agreement carefully and fully, as it is the legal document that governs the transaction.

The Equity Issuance requires the affirmative vote of a majority of votes cast at a meeting of the Company's stockholders (the *Requisite Stockholder Approval* ).

Based on the closing price per share of Hudson common stock of \$28.17 on December 5, 2014, which was the last trading day prior to the date Hudson publicly announced execution of the Purchase Agreement, the aggregate dollar value of the Equity Consideration was approximately \$1.79 billion, before giving effect to any reduction to the Equity Consideration as described in the Purchase Agreement.

Please see the *The Transaction Documents* *Purchase Agreement* beginning on page 65 for a description of the terms of the Purchase Agreement.



***The Stockholders Agreement (see page 79)***

At the closing of the transaction, Hudson, the Operating Partnership and the Seller Parties (or their designated affiliates that will be receiving the Equity Consideration in the transaction, which we refer to as the Sponsor Stockholders ) will enter into a stockholders agreement (the Stockholders Agreement ). Blackstone Real Estate Advisors L.P. will also be a party to the Stockholders Agreement solely for the purpose of enforcing certain standstill provisions.

The Stockholders Agreement will set forth various arrangements and restrictions between the parties with respect to Hudson's corporate governance and certain rights of the Sponsor Stockholders with respect to the Equity Consideration. The Stockholders Agreement will provide the Sponsor Stockholders with certain director and committee nomination rights, including the right to nominate up to three directors to the Board. In addition, the Stockholders Agreement will also include: (i) certain standstill provisions, which will restrict the Sponsor Stockholders, Blackstone Real Estate Advisors L.P. and certain of their affiliates from, among other things, acquiring additional equity or debt securities (other than non-recourse debt and certain other debt) of Hudson and its subsidiaries without the Company's prior written consent during a specified period; and (ii) certain transfer restrictions provisions, which will generally restrict the ability of the Sponsor Stockholders to transfer all or a portion of the Equity Consideration during specified periods.

In addition, during the 24 months following the closing of the transaction, the Stockholders Agreement requires Hudson to obtain the written consent of the Sponsor Stockholders, prior to certain equity securities issuances.

Please see the The Transaction Documents The Stockholders Agreement beginning on page 79 for a description of the terms of the Stockholders Agreement.

***The Registration Rights Agreement (see page 83)***

At the closing of the transaction, Hudson will enter into a registration rights agreement with the Sponsor Stockholders (the Registration Rights Agreement ), pursuant to which Hudson will grant the Sponsor Stockholders certain customary registration rights with respect to the shares of our common stock they receive as consideration in the transaction or upon exchange of common units they receive as the Equity Consideration in the transaction.

Please see the The Transaction Documents The Registration Rights Agreement beginning on page 83 for a description of the terms of the Registration Rights Agreement.

***Third Amended and Restated Limited Partnership Agreement of the Operating Partnership (see page 85)***

At the closing of the transaction, Hudson will enter into a third amended and restated limited partnership agreement of the Operating Partnership (the Third Amended and Restated Limited Partnership Agreement ) to give effect to the rights of certain limited partners of the Operating Agreement, including the Sponsor Stockholders.

Please see the The Transaction Documents The Third Amended and Restated Limited Partnership Agreement beginning on page 85 for a description of the Third Amended and Restated Limited Partnership Agreement.

***Ownership Limit Waiver (see page 85)***

Hudson's charter contains various restrictions on ownership and transfer of its stock intended to assist Hudson with maintaining its status as a REIT. Among other restrictions, these ownership limits restrict any



person's direct or indirect ownership to no more than 9.8% (in value) of the outstanding shares of Hudson capital stock and no more than 9.8% (in value or in number of shares, whichever is more restrictive) of the outstanding shares of common stock, unless the Board grants such person an exception as specified in Hudson's charter. In connection with the Equity Issuance, the Seller Parties have requested that the Board grant an exception that will allow the Seller Parties and certain of their affiliates to own directly or indirectly, in the aggregate, up to a number of shares of Hudson common stock equal to 20% of the total issued and outstanding shares of common stock (including restricted shares), as calculated as of the close of business on the second business day prior to the closing of the transaction (but including the shares of common stock issued pursuant to the Equity Issuance). The grant of this exception is conditioned upon the receipt of various representations and covenants set forth in the Seller Parties' request.

*Financing of the Transaction (see page 59)*

Hudson is pursuing a number of different options to finance the Cash Consideration payable under the Purchase Agreement, including the issuance of senior unsecured notes or other debt securities and the use of its existing corporate credit facility.

Concurrently with the execution of the Purchase Agreement, Hudson entered into a commitment letter with various lenders pursuant to which they have committed to provide a 364-day senior unsecured bridge loan facility in the principal amount of up to \$1.75 billion, subject to customary terms and conditions set forth in such commitment letter. Hudson intends to draw upon all or a portion of this 364-day senior unsecured bridge loan facility to the extent that it is not able to procure financing upon better terms prior to the closing of the transaction.

Please see the *The Transaction Financing of the Transaction* beginning on page 59 for a description of the financing arrangements.

*Voting Agreement (see page 86)*