Hudson Pacific Properties, Inc.

Form 4 July 21, 2016

#### **OMB APPROVAL**

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

OMB 3235-0287 Number: January 31,

2005

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5

(Middle)

response...

Expires:

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FRIED RICHARD B

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Check all applicable)

Hudson Pacific Properties, Inc.

[HPP]

3. Date of Earliest Transaction \_X\_\_ Director 10% Owner

(Month/Day/Year) 07/21/2016

Officer (give title

Other (specify

C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SAN FRANCISCO, CA 94111

Person

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A)	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date.	if Transaction Disposed of (D)	Securities	Ownership	Indirect

(Instr. 3) (Month/Day/Year)

Code (Instr. 3, 4 and 5) (Instr. 8)

Beneficially Form: Owned Following

of Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or Code V (D) Amount

Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Common

Stock, par value \$0.01 per

20,559 D

Price

share

Common Stock, par

804,627 D S 07/21/2016

\$ 2,331,840

Footnotes (1) (2) (3) (4)

See

\$0.01 per share

value

### Edgar Filing: Hudson Pacific Properties, Inc. - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Common Units of Limited Partnership Interest (5)	<u>(6)</u>	07/21/2016		D		195,373	08/29/2011	<u>(7)</u>	Common Stock, par value: \$0.01 per share	195,371

X

# **Reporting Owners**

Relationships

Reporting Owner Name / Address

Director  $\frac{10\%}{\text{Owner}}$  Officer Other

FRIED RICHARD B C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111

## **Signatures**

/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Richard B. Fried

07/21/2016

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P., Farallon Capital Institutional Partners, (1) L.P. and Farallon Capital Institutional Partners III, L.P. (collectively, the "Farallon Funds"). On July 21, 2016, the Farallon Funds sold an aggregate 804,627 shares of common stock of the Issuer to the underwriter in a registered public offering.
- Farallon Partners, L.L.C. ("FPLLC") is the general partner of each of the Farallon Funds. FPLLC disclaims any beneficial ownership of any of the securities reported or referred to herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except as to securities representing its pro rata interest in, and interest in the profits of, the Farallon Funds.

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- The reporting person, Richard B. Fried ("Fried"), is a managing member of FPLLC. Fried disclaims any beneficial ownership of any of the Issuer's securities owned by the Farallon Funds reported or referred to herein for purposes of Section 16 of the '34 Act or otherwise, except to the extent of his pecuniary interest, if any.
- (4) Fried, the Farallon Funds and FPLLC may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such persons are members of such a group.
- (5) Represents common units of limited partnership interest ("Units") in Hudson Pacific Properties, L.P., a limited partnership of which the Issuer is the general partner.
- (6) Each Unit is redeemable for cash equal to the then-current market value of one share of the Issuer's common stock or, at the Issuer's election, for one share of the Issuer's common stock.
- (7) The Units have no expiration date.
- (8) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP"). On July 21, 2016, FCP sold 195,373 Units to the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.