

HIGHWOODS PROPERTIES INC

Form 8-K

September 12, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## FORM 8-K

### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 8, 2008

## HIGHWOODS PROPERTIES, INC.

(Exact name of registrant specified in its charter)

**Maryland**  
(State of Incorporation)

**1-13100**  
(Commission File Number)

**56-1871668**  
(IRS Employer Identification No.)

# HIGHWOODS REALTY LIMITED PARTNERSHIP

(Exact name of registrant specified in its charter)

**North Carolina**  
(State of Incorporation)

**000-21731**  
(Commission File Number)  
**3100 Smoketree Court, Suite 600**

**56-1869557**  
(IRS Employer Identification No.)

**Raleigh, North Carolina 27604**

(Address of principal executive offices, zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On September 8, 2008, Highwoods Properties, Inc. (the Company) entered into an underwriting agreement with Morgan Stanley & Co. Incorporated, as representative of the several underwriters, relating to an offering of 5,500,000 shares of the Company's common stock. The offering, which was made pursuant to the Company's Registration Statement on Form S-3 (File No. 333-149733), will close on September 12, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

No.	Description
1	Underwriting Agreement
5	Opinion of DLA Piper US LLP re legality
8	Opinion of DLA Piper US LLP re tax matters
23	Consent of DLA Piper US LLP (included in Exhibits 5 and 8)

**SIGNATURES**

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

**HIGHWOODS PROPERTIES, INC.**

By: /s/ Jeffrey D. Miller  
Jeffrey D. Miller  
Vice President, General Counsel and Secretary

**HIGHWOODS REALTY LIMITED PARTNERSHIP**

By: Highwoods Properties, Inc., its general partner

By: /s/ Jeffrey D. Miller  
Jeffrey D. Miller  
Vice President, General Counsel and Secretary

Dated: September 12, 2008