

WELLS REAL ESTATE INVESTMENT TRUST II INC
Form 8-K
August 27, 2010

UNITED STATES
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): August 27, 2010

WELLS REAL ESTATE INVESTMENT TRUST II, INC.

(Exact name of registrant specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

000-51262
(Commission File Number)

20-0068852
IRS Employer

Identification No.

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6200 The Corners Parkway

Norcross, Georgia 30092-3365

(Address of principal executive offices)

Registrant's telephone number, including area code: (770) 449-7800

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant 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 7.01 Regulation FD Disclosure

On August 27, 2010, Wells Real Estate Investment Trust II, Inc. (the Company) issued a mailing to stockholders in connection with the recommendation by the Company's board of directors that its stockholders reject an unsolicited mini-tender offer by MIRELF III REIT Investments II, LLC for up to 25,000,000 shares, or approximately 4.9%, of the Company's outstanding common stock. A copy of the mailing to stockholders is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit is included with this Report:

99.1 Mailing to stockholders of Wells Real Estate Investment Trust II, Inc.

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 hereunto duly authorized.

WELLS REAL ESTATE INVESTMENT TRUST II, INC.

Dated: August 27, 2010

By: /s/ Douglas P. Williams
Douglas P. Williams

Executive Vice President

EXHIBIT INDEX

Exhibit Number	Exhibit Title
99.1	Mailing to stockholders of Wells Real Estate Investment Trust II, Inc.