

AtriCure, Inc.  
Form SC 13G/A  
February 17, 2015

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 2)\*

ATRICURE,  
INC.  
(Name of  
Issuer)

Common Stock,  
par value \$0.001  
per share  
(Title of Class  
of Securities)

04963C209  
(CUSIP  
Number)

December 31,  
2014  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 11

Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
	Adage Capital Partners, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	2,167,019
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	2,167,019 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,167,019

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

7.92%

TYPE OF

REPORTING

**12**

PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Adage Capital Partners GP, L.L.C.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
<b>7</b>	2,167,019 SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	2,167,019 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,167,019  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

7.92%  
TYPE OF  
REPORTING  
PERSON

12

OO

<b>1</b>	NAME OF REPORTING PERSON
	Adage Capital Advisors, L.L.C.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
<b>7</b>	2,167,019 SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	2,167,019 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,167,019  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

7.92%  
TYPE OF  
REPORTING  
PERSON

12

OO



<b>1</b>	NAME OF REPORTING PERSON
	Robert Atchinson
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
<b>7</b>	2,167,019 SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	2,167,019 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,167,019

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	7.92% TYPE OF REPORTING PERSON  IN

<b>1</b>	NAME OF REPORTING PERSON
	Phillip Gross
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0
<b>6</b>	SHARED VOTING POWER
<b>7</b>	2,167,019 SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	2,167,019 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,167,019

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	7.92% TYPE OF REPORTING PERSON  IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is ATRICURE, INC. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 6217 Centre Park Drive, West Chester, Ohio 45069.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Adage Capital Partners, L.P., a Delaware limited partnership ("ACP") with respect to the shares of Common Stock directly owned by it;
- (ii) Adage Capital Partners GP, L.L.C., a limited liability company organized under the laws of the State of Delaware ("ACPGP"), as general partner of ACP with respect to the shares of Common Stock directly owned by ACP;  
  
Adage Capital Advisors, L.L.C., a limited liability company organized under the laws of the State of Delaware (iii) ("ACA"), as managing member of ACPGP, general partner of ACP, with respect to the shares of Common Stock directly owned by ACP;
- (iv) Robert Atchinson ("Mr. Atchinson"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Common Stock directly owned by ACP; and
- (v) Phillip Gross ("Mr. Gross"), as managing member of ACA, managing member of ACPGP, general partner of ACP with respect to the shares of Common Stock directly owned by ACP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 200 Clarendon Street, 52nd floor, Boston, Massachusetts 02116.

**Item 2(c). CITIZENSHIP**

ACP is a limited partnership organized under the laws of the State of Delaware. ACPGP and ACA are limited liability companies organized under the laws of the State of Delaware. Messrs. Gross and Atchinson are citizens of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.001 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER**

04963C209

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable.

**Item 4. OWNERSHIP**

- A. Adage Capital Partners, L.P., Adage Capital Partners GP, L.L.C. and Adage Capital Advisors, L.L.C.
- (a) Amount beneficially owned: 2,167,019  
Percent of class: 7.92%. The percentages used herein and in the rest of Item 4 are calculated based upon 27,471,053 shares of Common
  - (b) Stock outstanding as of October 24, 2014 as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 31, 2014.
  - (c) (i) Sole power to vote or direct the vote: 0  
(ii) Shared power to vote or direct the vote: 2,167,019  
(iii) Sole power to dispose or direct the disposition: 0  
(iv) Shared power to dispose or direct the disposition of: 2,167,019

ACP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its general partner, ACPGP. ACA, as managing member of ACPGP, directs ACPGP's operations. Neither ACPGP nor ACA directly own any shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934 (the "Act"), ACPGP and ACA may be deemed to beneficially own the shares owned by ACP.

B. Robert Atchinson and Phillip Gross

- (a) Amount beneficially owned: 2,167,019
- (b) Percent of class: 7.92%
- (c) (i) Sole power to vote or direct the vote: 0  
(ii) Shared power to vote or direct the vote: 2,167,019  
(iii) Sole power to dispose or direct the disposition: 0  
(iv) Shared power to dispose or direct the disposition: 2,167,019

Messrs. Atchinson and Gross, as managing members of ACA, have shared power to vote the Common Stock beneficially owned by ACP. Neither Mr. Atchinson nor Mr. Gross directly own any shares of Common Stock. By reason of



the provisions of Rule 13d-3 of the  
Act, each may be deemed to  
beneficially own the shares  
beneficially owned by ACP.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 17, 2015

ADAGE CAPITAL PARTNERS, L.P.  
By: Adage Capital Partners GP, L.L.C.,  
its general partner

By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL PARTNERS GP, L.L.C.  
By: Adage Capital Advisors, L.L.C.,  
its managing member

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson  
Name: Robert Atchinson  
Title: Managing Member

/s/ Robert Atchinson  
ROBERT ATCHINSON, individually

/s/ Phillip Gross  
PHILLIP GROSS, individually

ttom:2px;padding-right:2px;">

256

3,085

3,341

1,109

2001

5-40 yrs.  
4825 Creekstone Drive

Office

398

—

293

10,080

691

10,080

10,771

4,415

1999

5-40 yrs.  
Pamlico

Office

289

—

—

10,428

289

10,428

10,717

6,821

1980

5-40 yrs.  
ParkWest One

Office

242

—

—

3,339

242

3,339

3,581

1,210

2001

5-40 yrs.  
ParkWest Two

Office

356

—

—

3,285

356

3,285

3,641

1,215

2001

5-40 yrs.  
Progress Center Renovation

Office

—

—

—

362

—

362

362

297

2003

5-40 yrs.  
Raleigh Corp Center Lot D

Office

1,211

—

8

—

1,219

—

1,219

—

N/A

N/A  
PNC Plaza

Office

43,852

1,206

—

—

72,234

1,206

72,234

73,440

17,248

2008

5-40 yrs.  
Rexwoods Center I

Office



878

3,730

—

1,534

878

5,264

6,142

3,187

1990

5-40 yrs.  
Rexwoods Center II

Office

362

1,818

—

1,086

362

2,904

3,266

1,321

1993

5-40 yrs.  
Rexwoods Center III

Office

919

2,816

—

959

919

3,775

4,694

2,170

1992

5-40 yrs.  
Rexwoods Center IV

Office

586

—

—

4,314

586

4,314

4,900

2,016

1995

5-40 yrs.  
Rexwoods Center V

Office

1,301

—

184

6,353

1,485

6,353

7,838

2,525

1998

5-40 yrs.  
Riverbirch

Office

469

4,038

23

5,189

492

9,227

9,719

1,455

1987

5-40 yrs.  
Situs I

Office

692

4,646

178

(954  
)

870

3,692

4,562

1,612

1996

5-40 yrs.  
Situs II

Office

718

6,254

181

(978  
)

899

5,276

6,175

2,252

1998

5-40 yrs.  
Situs III

Office

440

4,078

119

(1,261  
)

559

2,817

3,376

1,014

2000

5-40 yrs.  
Six Forks Center I

Office

666

2,665

—

1,874

666

4,539

5,205

2,271

1982

5-40 yrs.  
Six Forks Center II

Office

1,086

4,533

—

2,271

1,086

6,804

7,890

3,560

1983

5-40 yrs.  
Six Forks Center III

Office

862

4,411

—

2,724

862

7,135

7,997

3,836

1987

5-40 yrs.  
Smoketree Tower

Office

2,353

11,743

—

6,048



2,353

17,791

20,144

8,465

1984

5-40 yrs.  
4601 Creekstone Drive

Office

255

—

217

5,476

472

5,476

5,948

2,535

1997

5-40 yrs.



Table of ContentsHIGHWOODS PROPERTIES, INC.  
HIGHWOODS REALTY LIMITED PARTNERSHIP

## SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Description	Property Type	2015 Encumbrance	Costs				Accumulated Depreciation	Date of Construction	Life on Which Depreciation is Calculated	
			Initial Costs	Capitalized Subsequent to Acquisition	Gross Value at Close of Period	Total Assets				
Weston - Land	Other		22,774	(14,992)	7,779	7,779	N/A	N/A		
4625 Creekstone Drive	Office		458	268	5,745,726	5,745,472	12,670	1995	5-40 yrs.	
11000 Weston Parkway	Office		2,651,850	483	2,651,333	2,982,900	1998	1998	5-40 yrs.	
GlenLake Five	Office		—	2,263,026	2,263,026	2,527,004	2014	2014	5-40 yrs.	
11800 Weston Parkway	Office		—	826	13,188,26	13,188,012	209	2014	2014	5-40 yrs.
CentreGreen Café	Office		—	41	3,509,41	3,509,550	96	2014	2014	5-40 yrs.
CentreGreen Fitness Center	Office		—	27	2,322,27	2,322,349	63	2014	2014	5-40 yrs.
One Bank of America Plaza	Office		11,288,375	10,405,128	8,780,068	8,222	1986	1986	5-40 yrs.	
Weston Lakefront I	Office		—	8,522,268	8,522,267	8,789,209	2015	2015	5-40 yrs.	
Weston Lakefront II	Office		—	8,522,870	8,522,870	4,392,068	2015	2015	5-40 yrs.	
Other Property Richmond, VA	Other		26,276,442	24,505,381	1,681,798	1,687,750	N/A	N/A	N/A	
4900 Cox Road	Office		1,324,311	115	2,916,133	2,279,566	1,142	1991	1991	5-40 yrs.
Colonnade Building	Office		1,364,105	—	1,713,136	7,818,182	431	2003	2003	5-40 yrs.
Dominion Place - Pitts Parcel - Land	Office		1,104	(665)	436	436	—	N/A	N/A	N/A
Markel 4521	Office		1,581,329	968	(1,656,749)	1,643,392	575	1999	1999	5-40 yrs.
Hamilton Beach/Proctor-Silex	Office		1,084,345	10	2,306,109	6,651,747	7,897	1986	1986	5-40 yrs.
Highwoods Commons	Office		521	458	3,913,979	3,913,892	1,561	1999	1999	5-40 yrs.
Highwoods One	Office		1,688	22	11,281,710	11,281,995	1,571	1996	1996	5-40 yrs.
Highwoods Two	Office		786	226	6,133,101	6,133,142	2,947	1997	1997	5-40 yrs.
Highwoods Five	Office		783	11	5,495,794	5,495,282	2,485	1998	1998	5-40 yrs.
Highwoods Plaza	Office		909	187	5,892,106	5,892,982	2,499	2000	2000	5-40 yrs.
Innslake Center	Office		845	195	6,486,104	6,486,522	2,238	2001	2001	5-40 yrs.
Highwoods Centre	Office		1,204,825	—	1,294,120	6,119,324	2,958	1990	1990	5-40 yrs.
Markel 4501	Office		1,300,325	13	(1,699,513)	1,560,073	3,360	1998	1998	5-40 yrs.
Markel 4600	Office		1,700,081	169	(49)	1,869,038	28,907	1989	1989	5-40 yrs.
North Park	Office		2,168,659	6	2,464,216	1,123,292	2,205	1989	1989	5-40 yrs.

Edgar Filing: AtriCure, Inc. - Form SC 13G/A

North Shore Commons I	Office	951	—	17	12,048,668	12,048,046,155	2002	5-40 yrs.
North Shore Commons II	Office	2,067	(89)	10,544,978	10,544,522,123	2007	5-40 yrs.	
North Shore Commons C - Land	Office	1,497	—	15	—	1,512—	N/A	N/A
North Shore Commons D - Land	Office	1,261	—	—	1,261—	1,261—	N/A	N/A

129

---

Table of ContentsHIGHWOODS PROPERTIES, INC.  
HIGHWOODS REALTY LIMITED PARTNERSHIP

## SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Description	Property Type	2015 Encumbrance	Initial Costs		Capitalized Costs		Gross Value at Close of Period	Accumulated Depreciation	Date of Construction	Life on Which Depreciation is Calculated	
			Land	Bldg & Improv	Land	Bldg & Improv					
Nuckols Corner Land	Office		1,259	203	—	1,462	1,462	N/A		N/A	
One Shockoe Plaza Pavilion Land	Office		—	356	15,778	15,778	15,778	137,921	1996	5-40 yrs.	
Lake Brook Commons	Office		181	46	20	(46)	201	—	201	N/A	
Sadler & Cox Land	Office		1,608	864	21	2,189	1,621	11,058	2,674	1996	5-40 yrs.
4840 Cox Road	Office		1,535	343	—	1,878	1,878	—	—	N/A	N/A
Stony Point F Land	Office		1,918	358	13,552	2,276	13,552	95,835	704	2005	5-40 yrs.
Stony Point I	Office		1,841	(774)	—	1,067	1,067	—	—	N/A	N/A
Stony Point II	Office		1,384	1,630	267	3,561	1,117	15,191	16,308	1990	5-40 yrs.
Stony Point III	Office		1,240	103	12,084	3,432	12,084	43,425	094	1999	5-40 yrs.
Stony Point IV	Office		995	—	—	9,936	995	9,936	10,933	2002	5-40 yrs.
Virginia Mutual	Office		955	—	—	11,309	955	11,309	2,258	2006	5-40 yrs.
Waterfront Plaza	Office		1,306	036	15	1,162	1,316	1,988	514	1996	5-40 yrs.
Innsbrook Center Tampa, FL	Office		585	2,347	8	1,191	593	3,538	4,132	1988	5-40 yrs.
4200 Cypress	Office		914	8,249	—	394	914	8,643	9,557	1987	5-40 yrs.
Bayshore Place	Office		2,673	16,470	—	2,672	22,673	19,142	1,813	1989	5-40 yrs.
General Services Administration Building	Office		2,276	1,817	—	1,907	2,276	63,724	46,000	1990	5-40 yrs.
Highwoods Preserve Building I	Office		4,054	406	27,534	4,460	27,533	1,993	1,040	2005	5-40 yrs.
Highwoods Preserve - Land	Office		991	—	—	22,597	991	22,597	3,588	1999	5-40 yrs.
Highwoods Preserve Building V	Office		1,485	485	—	1,970	—	1,970	—	N/A	N/A
Highwoods Bay Center I	Office		881	—	—	25,368	881	25,368	26,242	2001	5-40 yrs.
HIW Bay Center II - Land	Office		3,565	(64)	36,680	3,503	36,680	40,188	1,540	2007	5-40 yrs.
Highwoods Preserve Building VII	Office		3,482	—	—	3,482	—	3,482	—	N/A	N/A
	Office		790	—	—	12,498	790	12,498	3,288	2007	5-40 yrs.
	Office		—	—	—	6,789	—	6,789	6,789	2007	5-40 yrs.

HIW Preserve VII Garage							
Horizon	Office	— 6,257—	3,327—	9,584	9,584,584,583	1980	5-40 yrs.
LakePointe One	Office	2,1089	— 44,010	10,044,099	6,2057,726	1986	5-40 yrs.
LakePointe Two	Office	2,0005,84672	14,216,672	20,0632,736	845	1999	5-40 yrs.
Lakeside	Office	— 7,369—	4,907—	12,276	2,276,169	1978	5-40 yrs.
Lakeside/Parkside Garage	Office	— — —	5,587—	5,587	5,587,255	2004	5-40 yrs.
One Harbour Place	Office	2,0165,252—	7,1072,016	2,3594,376	2,161	1985	5-40 yrs.

130

---

Table of ContentsHIGHWOODS PROPERTIES, INC.  
HIGHWOODS REALTY LIMITED PARTNERSHIP

## SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)

Description	Property Type	2015 Encumbrance	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Value at Close of Period		Accumulated Depreciation	Date of Construction	Life on Which Depreciation is Calculated
			Land & Improv	Bldg Land & Improv	Bldg Land & Improv	Total Assets (2)					
Parkside Pavilion	Office	—	9,407	—	3,023	—	12,430	12,430	5,740	1979	5-40 yrs.
Pavilion Parking Garage	Office	—	—	—	5,682	—	5,682	5,682	2,288	1999	5-40 yrs.
Spectrum Tower Place	Office	—	1,454,502	—	6,477	1,454,502	2,972,433	3,945,450	—	1984	5-40 yrs.
Westshore Square	Office	—	3,218,898	—	4,370	3,218,898	3,268,274	7,486,108	1,089	1988	5-40 yrs.
Independence Park - Land	Office	—	1,126,186	—	1,658	1,126,844	7,970	3,161	—	1976	5-40 yrs.
Independence Park I	Office	—	4,943	(4,943)	—	—	—	—	—	N/A	N/A
Meridian I	Office	—	2,534,526	—	4,877	2,539,403	11,934	2,219	—	1983	5-40 yrs.
Meridian II	Office	—	1,842,363	—	1,302	1,843,665	25,514	2,222	—	1984	5-40 yrs.
Suntrust Financial Centre	Office	—	1,302,588	—	2,004	1,302,592	22,894	2,278	—	1986	5-40 yrs.
Suntrust Financial Land	Office	—	—	—	1,980	02,138	980	02,138	4,118	1992	5-40 yrs.
		—	2,225	57	2,225	57	2,242	—	—	N/A	5-40 yrs.
			506,874	1,228	452	14,609	4,086	4,391	5,858	3,378	

## 2015 Encumbrance Notes

(1) These assets are pledged as collateral for a \$112.2 million first mortgage loan.

(2) The tax basis of aggregate land and buildings and tenant improvements as of December 31, 2015 is \$4.5 billion.

Table of Contents

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of Raleigh, State of North Carolina, on February 9, 2016.

Highwoods Properties, Inc.

By: /s/ Edward J. Fritsch  
Edward J. Fritsch  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the dates indicated.

Signature	Title	Date
/s/ O. Temple Sloan, Jr. O. Temple Sloan, Jr.	Chairman of the Board of Directors	February 9, 2016
/s/ Edward J. Fritsch Edward J. Fritsch	President, Chief Executive Officer and Director	February 9, 2016
/s/ Charles A. Anderson Charles A. Anderson	Director	February 9, 2016
/s/ Gene H. Anderson Gene H. Anderson	Director	February 9, 2016
/s/ Carlos E. Evans Carlos E. Evans	Director	February 9, 2016
/s/ David J. Hartzell David J. Hartzell	Director	February 9, 2016
/s/ Sherry A. Kellett Sherry A. Kellett	Director	February 9, 2016
/s/ Mark F. Mulhern Mark F. Mulhern	Senior Vice President and Chief Financial Officer	February 9, 2016
/s/ Daniel L. Clemmens Daniel L. Clemmens	Vice President and Chief Accounting Officer	February 9, 2016



Table of Contents

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of Raleigh, State of North Carolina, on February 9, 2016.

Highwoods Realty Limited Partnership

By: Highwoods Properties, Inc., its sole general partner

By: /s/ Edward J. Fritsch  
Edward J. Fritsch  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the dates indicated.

Signature	Title	Date
/s/ O. Temple Sloan, Jr. O. Temple Sloan, Jr.	Chairman of the Board of Directors of the General Partner	February 9, 2016
/s/ Edward J. Fritsch Edward J. Fritsch	President, Chief Executive Officer and Director of the General Partner	February 9, 2016
/s/ Charles A. Anderson Charles A. Anderson	Director of the General Partner	February 9, 2016
/s/ Gene H. Anderson Gene H. Anderson	Director of the General Partner	February 9, 2016
/s/ Carlos E. Evans Carlos E. Evans	Director of the General Partner	February 9, 2016
/s/ David J. Hartzell David J. Hartzell	Director of the General Partner	February 9, 2016
/s/ Sherry A. Kellett Sherry A. Kellett	Director of the General Partner	February 9, 2016
/s/ Mark F. Mulhern Mark F. Mulhern	Senior Vice President and Chief Financial Officer of the General Partner	February 9, 2016
/s/ Daniel L. Clemmens	Vice President and Chief Accounting Officer of the General Partner	February 9, 2016

Daniel L. Clemmens

133