

Hudson Pacific Properties, Inc.

Form 4

April 13, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Farallon Capital Partners, L.P.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Hudson Pacific Properties, Inc.
[HPP]

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer (give title ☒ Other (specify
below) below)
Member of Group Owning 10%

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	04/09/2015		C	934,728	A <u>11</u>	2,361,867	D ^{(2) (3)} <u>(4)</u>
Common Stock, par value \$0.01 per share	04/10/2015		S	1,857,093	D \$ 32.79	504,774	D ^{(2) (3)} <u>(4)</u>

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Common Stock, par value \$0.01 per share	04/10/2015	S	3,759,269	D	\$ 32.79	2,800,716	D ⁽²⁾ ⁽³⁾ <u>(5)</u>	
Common Stock, par value \$0.01 per share	04/10/2015	S	421,138	D	\$ 32.79	313,754	D ⁽²⁾ ⁽³⁾ <u>(6)</u>	
Common Stock, par value \$0.01 per share						3,619,244	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(7)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share						3,619,244	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(7)</u> <u>(9)</u> <u>(10)</u>

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	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	<u>(11)</u>	04/09/2015		<u>C</u> <u>(1)</u>	934,728	08/29/2011	<u>(12)</u>	Common Stock, par value \$0.01 per share	934,728
Common Units of Limited Partnership	<u>(11)</u>					08/29/2011	<u>(12)</u>	Common Stock, par value \$0.01 per	934,728

Interest				share
Common				Common
Units of				Stock, par
Limited	(11)	08/29/2011	(12)	value 934,72
Partnership				\$0.01 per
Interest				share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farallon Capital Partners, L.P. C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Farallon Capital Institutional Partners, L.P. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
FARALLON CAPITAL INSTITUTIONAL PARTNERS III LP C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Fisch Michael B. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Hirsch Daniel J. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Kim David T C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
LANDRY MONICA R C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Linn Michael G C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%

PATEL RAJIV A C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111	X	Member of Group Owning 10%
Roberts Thomas G. Jr. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111	X	Member of Group Owning 10%

Signatures

/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Farallon Capital Partners, L.P.		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Farallon Capital Institutional Partners, L.P.		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Farallon Capital Institutional Partners III, L.P.		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Michael B. Fisch		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, for himself		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for David T. Kim		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Monica R. Landry		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Michael G. Linn		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Rajiv A. Patel		04/13/2015
__Signature of Reporting Person		Date
/s/ Daniel J. Hirsch, as attorney-in-fact and/or authorized signer for Thomas G. Roberts, Jr.		04/13/2015
__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).
- (1) Farallon Capital Partners, L.P. ("FCP") redeemed 934,728 common units of limited partnership interest ("Units") of Hudson Pacific Properties, L.P., a limited partnership of which the Issuer is the general partner. 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 election of the Issuer, one share of the Issuer's common stock. The Issuer elected to redeem FCP's tendered Units with shares of common stock.
- (2) The entities and individuals identified in the footnotes of this Form 4 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 entities and individuals are members of such group.

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- Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in these footnotes that are not reporting persons on this Form 4 are filing additional Forms 4 on the date hereof as reporting persons with respect to the securities described herein (the "Parallel Forms 4"). Information regarding these entities and individuals is included in this Form 4 for purposes of clarification and convenience only, and is duplicative of the information reported in the Parallel Forms 4.
- (3) The amount of securities shown in this row is owned directly by FCP.
 - (5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").
 - (6) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III" and, together with FCP and FCIP, the "Farallon Funds").
 - (7) The amount of securities shown in this row is owned directly by the Farallon Funds.
- As the general partner of each of the Farallon Funds, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. FPLLC disclaims any beneficial ownership of any of the Issuer's 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.
- (8) Each of Michael B. Fisch, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., John R. Warren and Mark C. Wehrly (collectively, the "Managing Members") and Andrew J.M. Spokes (the "Senior Managing Member") as Managing Members or the Senior Managing Member, as the case may be, of FPLLC with the power to exercise investment discretion, may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. Each of the Managing Members and the Senior Managing Member disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein for purposes of Section 16 of the '34 Act or otherwise, except to the extent of his or her pecuniary interest, if any.
 - (9) As a Managing Member of FPLLC with the power to exercise investment discretion, Richard B. Fried ("Fried") may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. As a director of the Issuer, Fried is filing a separate Form 4 on the date hereof to report his deemed beneficial ownership of the Issuer's securities held by the Farallon Funds. Fried disclaims any beneficial ownership of any of the Issuer's securities 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.
 - (10) Represents Units of Hudson Pacific Properties, L.P. 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 election of the Issuer, one share of the Issuer's common stock.
 - (11) Units have no expiration date.
 - (12)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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