

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