

Hudson Pacific Properties, Inc.
Form 10-K/A
August 29, 2013

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

FORM 10-K/A
(Amendment No. 1)
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2012
Commission File Number 001-34789

Hudson Pacific Properties, Inc.
(Exact name of Registrant as specified in its charter)
Maryland 27-1430478
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

11601 Wilshire Blvd., Suite 1600 90025
Los Angeles, California (Zip Code)
(Address of principal executive offices)

Registrant's telephone number, including area code: (310) 445-5700

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--|---|
| Common Stock, \$.01 par value | New York Stock Exchange |
| 8.375% Series B Cumulative Redeemable Preferred Stock, \$.01 par value | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 29, 2012, the aggregate market value of Common Stock held by non-affiliates of the registrant (assuming for these purposes, but without conceding, that all executive officers, directors and funds affiliated with Farallon Capital Management, LLC are “affiliates” of the registrant) was \$591.2 million based upon the last sales price on June 29, 2012 for the registrant’s Common Stock.

As of March 1, 2013, the number of shares of Common Stock outstanding was 56,698,156.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the registrant’s 2013 Annual Meeting of Stockholders to be held May 17, 2013 are incorporated by reference in Part III of this Form 10-K Report. The proxy statement will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after the end of the registrant’s fiscal year.

This Amendment No. 1 (the “Amendment”) amends the Annual Report on Form 10-K for Hudson Pacific Properties, Inc. (the “Company”) for the fiscal year ended December 31, 2012, which was originally filed on March 14, 2013 (the “Original Filing”). The Company is filing this Amendment solely for the purpose of including the consent of its independent registered public accounting firm, which, due to a scrivener’s error, was inadvertently omitted from the Original Filing.

No other changes have been made to the Original Filing. This Amendment does not reflect events that have occurred after the March 14, 2013 filing date of the Original Filing, or modify or update the disclosures presented therein, except to reflect the amendment described above.

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.

HUDSON PACIFIC PROPERTIES, INC.

August 29, 2013

/s/ VICTOR J. COLEMAN
 VICTOR J. COLEMAN
 Chief Executive Officer (principal executive officer)

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

| Signature | Title | Date |
|---|--|-----------------|
| /S/ VICTOR J. COLEMAN Victor J. Coleman | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | August 29, 2013 |
| /S/ MARK T. LAMMAS Mark T. Lammas | Chief Financial Officer (Principal Financial Officer) | August 29, 2013 |
| * Howard S. Stern | President and Director | August 29, 2013 |
| * Harout K. Diramerian | Chief Accounting Officer (Principal Accounting Officer) | August 29, 2013 |
| * Richard B. Fried | Director | August 29, 2013 |
| * Theodore R. Antenucci | Director | August 29, 2013 |
| * Jonathan M. Glaser | Director | August 29, 2013 |
| * Mark D. Linehan | Director | August 29, 2013 |
| * Robert M. Moran, Jr. | Director | August 29, 2013 |
| * Barry A. Porter | Director | August 29, 2013 |
| * Patrick Whitesell | Director | August 29, 2013 |
| /S/ VICTOR J. COLEMAN | | |
| *By: Victor J. Coleman, Attorney-In-Fact | | |

| Exhibit Number | Description |
|-------------------|---|
| 23.1 * | Consent of Ernst & Young LLP.* Filed herewith. |