

Whitestone REIT  
Form 8-K  
August 23, 2012

**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 23, 2012**

**Whitestone REIT**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction

of Incorporation)

**001-34855**  
(Commission

File Number)

**76-0594970**  
(IRS Employer

Identification No.)

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**2600 South Gessner, Suite 500 Houston, TX**  
(Address of Principal Executive Offices)  
**(713) 827-9595**

**77063**  
(Zip Code)

(Registrant's telephone number, including area code)

**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 (*see* General Instruction A.2. below):

- .. 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 1.01. Entry into a Material Definitive Agreement.**

On August 23, 2012, Whitestone REIT (the Company ) and Whitestone REIT Operating Partnership, LP (the Operating Partnership ) entered into an underwriting agreement (the Underwriting Agreement ) with Robert W. Baird & Co. Incorporated and JMP Securities LLC, as representatives of the several underwriters named in Schedule A thereto (the Underwriters ). Pursuant to the terms and conditions of the Underwriting Agreement, the Company agreed to sell 4,200,000 common shares, par value \$0.001 per share, at a purchase price to the public of \$12.80 per share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to 630,000 additional common shares to cover over-allotments, if any, at the price to the public, less the underwriting discount. The common shares are being offered and sold pursuant to a prospectus supplement, dated August 23, 2012, and a base prospectus, dated July 25, 2012, relating to the Company s effective shelf registration statement on Form S-3 (File No. 333-182667). A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release announcing the pricing of the common share offering is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated August 23, 2012, by and between Whitestone REIT, Whitestone REIT Operating Partnership and Robert W. Baird & Co. Incorporated and JMP Securities LLC, as representatives of the several underwriters named in Schedule A thereto. |
| 5.1                | Opinion of Venable LLP regarding the legality of shares.  |
| 23.1               | Consent of Venable LLP (included in Exhibit 5.1).   |
| 99.1               | Press Release dated August 23, 2012.  |

**SIGNATURE**

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.

**Whitestone REIT**

Date: August 23, 2012

By: /s/ David K. Holeman  
David K. Holeman  
*Chief Financial Officer*

**INDEX TO EXHIBITS**

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