



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

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Item 8.01. Other Events.

On February 7, 2018, Highwoods Properties, Inc. (the “Company”) and Highwoods Realty Limited Partnership entered into (i) amendments to the separate equity distribution agreements, dated as of February 8, 2017 (the “Prior Equity Distribution Agreements”), with Wells Fargo Securities, LLC, Robert W. Baird & Co. Incorporated, BB&T Capital Markets, a division of BB&T Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, BTIG, LLC, Capital One Securities, Inc., Fifth Third Securities, Inc. and Jefferies LLC, and (ii) an equity distribution agreement with J.P. Morgan Securities LLC (together with the Prior Equity Distribution Agreements, the “Equity Distribution Agreements”). Under the terms of the Equity Distribution Agreements, the Company may offer and sell up to \$300 million in aggregate gross sales price of shares of common stock from time to time through such firms, acting as agents of the Company or as principals (the “ATM Program”). As of February 7, 2018, the Company has sold 1,363,919 shares of common stock having an aggregate gross sales price of \$69,357,605 pursuant to the ATM Program and \$230,642,395 remains available for offer and sale from time to time under the ATM Program.

The shares of common stock will be issued pursuant to the Company’s automatic shelf registration statement on Form S-3 (Registration No. 333-215936), as amended, including the related prospectus dated February 7, 2017, and a prospectus supplement dated February 7, 2018, as the same may be amended or supplemented.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

No. Description

- 1.1 Form of Equity Distribution Agreement, dated February 7, 2018, among Highwoods Properties, Inc., Highwoods Realty Limited Partnership and J.P. Morgan Securities LLC
  - 1.2 Form of Amendment No. 1 to Equity Distribution Agreement, dated February 7, 2018, among Highwoods Properties, Inc., Highwoods Realty Limited Partnership and each of the firms named therein
  - 8 Opinion of DLA Piper LLP (US) as to certain tax matters
  - 23.1 Consent of DLA Piper LLP (US) (included in Exhibit 8)
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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

Executive 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

Executive Vice President, General Counsel and Secretary

Dated: February 7, 2018