

Hudson Pacific Properties, Inc.  
Form SC 13D/A  
January 12, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934\***  
**(Amendment No. 5)**

**Hudson Pacific Properties, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$.01 per share**

**(Title of Class of Securities)**

**444097109**

**(CUSIP Number)**

**Frank Cohen**

**The Blackstone Group LP**

**345 Park Avenue**

**New York, New York 10154**

**Tel: (212) 583-5000**

*with copies to:*

**Brian M. Stadler, Esq.**

**Edgar J. Lewandowski, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**Tel: (212) 455-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 4, 2017**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other

provisions of the Act (however, see the Notes).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V Holdco A LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

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CUSIP No. 444097109

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10 SHARED DISPOSITIVE POWER

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- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Holdings VI L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER



- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Family Real Estate Partnership VI SMD L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

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SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Nantucket Services L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackhawk Services II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Associates VI L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER



- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Associates V L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

BREP V Side-by-Side GP L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

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SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

BREP VI Side-by-Side GP L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Family GP L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER



- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings II L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

BREA V L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings III L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Quebec

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

---

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

BREA VI L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0

SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER



- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings I/II GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0

9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings III GP L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings III GP Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

The Blackstone Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER



- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Stephen A. Schwarzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0%
- 14 TYPE OF REPORTING PERSON (See Instructions)

IN

This Amendment No. 5 to Schedule 13D relates to shares of Common Stock, par value \$0.01 per share (the Common Stock ), of Hudson Pacific Properties, Inc., a Maryland corporation (the Issuer ), and amends the initial statement on Schedule 13D filed on April 13, 2015 (the Original Schedule 13D ), as amended by Amendment No. 1 to the Original Schedule 13D filed on January 5, 2016, as amended by Amendment No. 2 to the Original Schedule 13D filed on May 16, 2016, as amended by Amendment No. 3 to the Original Schedule 13D filed on July 22, 2016, as amended by Amendment No. 4 to the Original Schedule 13D filed on November 30, 2016 (the Original Schedule 13D, as amended, the Schedule 13D ). Capitalized terms used but not defined in this Amendment No. 5 shall have the same meanings ascribed to them in the Schedule 13D.

## **Item 2. Identity and Background**

Item 2(a)-(b) of the Schedule 13D is hereby amended and restated as follows

(a)-(b) Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons . This statement is filed on behalf of:

- (i) HPP BREP V Holdco A LLC, a Delaware limited liability company,
- (ii) HPP BREP V.TE.1 Holdco A LLC, a Delaware limited liability company,
- (iii) HPP BREP V.TE.2 Holdco A LLC, a Delaware limited liability company,
- (iv) HPP BREP V.F Holdco A LLC, a Delaware limited liability company,
- (v) HPP BRE Holdings V Holdco A LLC, a Delaware limited liability company,
- (vi) HPP BREP VI.TE.1 Holdco A LLC, a Delaware limited liability company,
- (vii) HPP BREP VI Holdco A LLC, a Delaware limited liability company,
- (viii) HPP BREP VI.TE.2 Holdco A LLC, a Delaware limited liability company,
- (ix) HPP BREP VI AV Holdco A LLC, a Delaware limited liability company,
- (x) HPP BREP (AIV) VI Holdco A LLC, a Delaware limited liability company,
- (xi) HPP BRE Holdings VI Holdco A LLC, a Delaware limited liability company,

- (xii) HPP BFREP VI SMD Holdco A LLC, a Delaware limited liability company (collectively, together with the entities listed in clauses (i)-(xi), the Holdco A Subsidiaries or Holdco Subsidiaries ),
- (xiii) Blackstone Real Estate Partners V L.P., a Delaware limited partnership,
- (xiv) Blackstone Real Estate Partners V.TE.1 L.P., a Delaware limited partnership,
- (xv) Blackstone Real Estate Partners V.TE.2 L.P., a Delaware limited partnership,
- (xvi) Blackstone Real Estate Partners V.F L.P., a Delaware limited partnership,
- (xvii) Blackstone Real Estate Holdings V L.P., a Delaware limited partnership,
- (xviii) Blackstone Real Estate Partners VI L.P., a Delaware limited partnership,
- (xix) Blackstone Real Estate Partners VI.TE.1 L.P., a Delaware limited partnership,
- (xx) Blackstone Real Estate Partners VI.TE.2 L.P., a Delaware limited partnership,
- (xxi) Blackstone Real Estate Partners VI (AV) L.P., a Delaware limited partnership,
- (xxii) Blackstone Real Estate Partners (AIV) VI L.P., a Delaware limited partnership,
- (xxiii) Blackstone Real Estate Holdings VI L.P., a Delaware limited partnership,
- (xxiv) Blackstone Family Real Estate Partnership VI SMD L.P., a Delaware limited partnership (collectively, together with the entities listed in clauses (xiii-xxiii), the Contributing Sponsor Stockholders ),
- (xxv) Nantucket Services L.L.C., a Delaware limited liability company,
- (xxvi) Blackhawk Services II LLC, a Delaware limited liability company (collectively, together with the entities listed in clauses (xiii)-(xxv), the Sponsor Stockholders ),
- (xxvii) Blackstone Real Estate Associates VI L.P., a Delaware limited partnership,

- (xxviii) Blackstone Real Estate Associates V L.P., a Delaware limited partnership,
- (xxix) BREP V Side-by-Side GP L.L.C., a Delaware limited liability company,
- (xxx) BREP VI Side-by-Side GP L.L.C., a Delaware limited liability company,
- (xxxi) Blackstone Family GP L.L.C., a Delaware limited liability company,
- (xxxii) Blackstone Holdings II L.P., a Delaware limited partnership,
- (xxxiii) BREA V L.L.C., a Delaware limited liability company,
- (xxxiv) Blackstone Holdings III L.P., a Québec société en commandite,
- (xxxv) BREA VI L.L.C., a Delaware limited liability company,
- (xxxvi) Blackstone Holdings I/II GP Inc., a Delaware corporation,



(xxxvii) Blackstone Holdings III GP L.P., a Delaware limited partnership,

(xxxviii) Blackstone Holdings III GP Management L.L.C., a Delaware limited liability company,

(xxxix) The Blackstone Group L.P., a Delaware limited partnership,

(xl) Blackstone Group Management L.L.C., a Delaware limited liability company (each of the foregoing a Blackstone entity ), and

(xli) Stephen A. Schwarzman, a citizen of the United States of America.

The principal business address of each of the Blackstone entities and Mr. Schwarzman is c/o The Blackstone Group, 345 Park Avenue, New York, New York 10154.

#### **Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On January 4, 2017, the Issuer entered into a purchase agreement with the Holdco A Subsidiaries, Nantucket Services L.L.C. and Blackhawk Services II LLC (collectively, the Blackstone Sellers ), pursuant to which the Issuer agreed to purchase from the Blackstone Sellers an aggregate of 8,598,480 OP Units, at a purchase price of \$35.00 per OP Unit (the January 2017 Purchase Agreement ). The purchase described above was in connection with the Issuer entering into an underwriting agreement, dated as of January 4, 2017, with the underwriters party thereto (the January 2017 Underwriters ) and selling stockholders party thereto, including the Blackstone Sellers (the January 2017 Underwriting Agreement ), pursuant to which the Issuer agreed to sell 8,881,575 shares of its Common Stock and the selling stockholders party thereto agreed to sell 9,792,233 shares of Common Stock in an underwritten offering (the January 2017 Offering ). The Issuer intended to use the net proceeds received by it in the January 2017 Offering to purchase the 8,598,480 OP Units from the Blackstone Sellers and 283,095 OP Units from other sellers. The transactions described herein closed on January 10, 2017.

References to and descriptions of the January 2017 Underwriting Agreement set forth above in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of the January 2017 Underwriting Agreement, a copy of which has been filed as Exhibit I hereto and incorporated herein by reference.

#### **Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended by amending and restating the first four paragraphs of Item 5(a) and (b) as follows:

(a) and (b). As of the date hereof, none of the Reporting Persons beneficially owns any shares of Common Stock.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

(c) On January 10, 2017, pursuant to the January 2017 Purchase Agreement, the Blackstone Sellers sold an aggregate of 8,598,480 OP Units to the Issuer at a price of \$35.00 per OP Unit. The number of OP Units sold by each Blackstone Seller pursuant to the Purchase Agreement is set forth below:

<b>Name of Blackstone Seller</b>	<b>No. of OP Units Sold</b>
HPP BREP V Holdco A LLC	1,907,396
HPP BREP V.TE.1 Holdco A LLC	667,556
HPP BREP V.TE.2 Holdco A LLC	1,715,068
HPP BREP V.F Holdco A LLC	468,959
HPP BRE Holdings V Holdco A LLC	192,137
HPP BREP VI Holdco A LLC	1,331,054
HPP BREP VI.TE.1 Holdco A LLC	387,643
HPP BREP VI.TE.2 Holdco A LLC	812,707
HPP BREP VI AV Holdco A LLC	659,693
HPP BREP (AIV) VI Holdco A LLC	4,107
HPP BRE Holdings VI Holdco A LLC	23,507
HPP BFREP VI SMD Holdco A LLC	80,415
Nantucket Services, LLC	4,299
Blackhawk Services II LLC	343,939

On January 10, 2017, pursuant to the January 2017 Underwriting Agreement, the Blackstone Sellers sold an aggregate of 8,626,311 shares of Common Stock to the January 2017 Underwriters at a price of \$35.00 per share. The shares of Common Stock sold by each Blackstone Seller pursuant to the January 2017 Underwriting Agreement is set forth below:

<b>Name of Blackstone Seller</b>	<b>No. of Shares Sold</b>
HPP BREP V Holdco A LLC	1,913,567
HPP BREP V.TE.1 Holdco A LLC	669,716
HPP BREP V.TE.2 Holdco A LLC	1,720,620
HPP BREP V.F Holdco A LLC	470,476
HPP BRE Holdings V Holdco A LLC	192,760
HPP BREP VI Holdco A LLC	1,335,362
HPP BREP VI.TE.1 Holdco A LLC	388,898

HPP BREP VI.TE.2 Holdco A LLC	815,338
HPP BREP VI AV Holdco A LLC	661,829
HPP BREP (AIV) VI Holdco A LLC	4,120
HPP BRE Holdings VI Holdco A LLC	23,584
HPP BFREP VI SMD Holdco A LLC	80,675
Nantucket Services, LLC	4,313
Blackhawk Services II LLC	345,053

Except as set forth in this Amendment No. 5, none of the Reporting Persons has effected any transactions in the Common Stock since the filing of Amendment No. 4 to the Schedule 13D on November 30, 2016.

Item 5(e) of the Schedule 13D is hereby amended and restated as follows:

(e) As of January 10, 2017, the Reporting Persons ceased to be the beneficial owners of more than five percent of the outstanding shares of Common Stock.

**Item 7. Material to Be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit I Underwriting Agreement, dated January 4, 2017, among the Issuer, the Blackstone Sellers and the other parties thereto (filed as Exhibit 1.1 to the Issuers' Current Report on Form 8-K filed January 10, 2017, and incorporated herein by reference).

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 12, 2017

**HPP BREP V HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP V.F HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP V.TE.1 HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP V.TE.2 HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BRE HOLDINGS V HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP VI HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BFREP VI SMD HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

[Hudson Pacific Properties, Inc. Schedule 13D/A]

**HPP BRE HOLDINGS VI HOLDCO A  
LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP VI.TE.1 HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP VI.TE.2 HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP VI AV HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**HPP BREP (AIV) VI HOLDCO A LLC**

By: /s/ Michael Lascher  
Name: Michael Lascher  
Title: Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS V L.P.**

By: Blackstone Real Estate Associates V  
L.P., its general partner  
By: BREA V L.L.C., its general partner

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS V.TE.1 L.P.**

By: Blackstone Real Estate Associates V  
L.P., its general partner  
By: BREA V L.L.C., its general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

[Hudson Pacific Properties, Inc. Schedule 13D/A]

**BLACKSTONE REAL ESTATE  
PARTNERS V.TE.2 L.P.**

By: Blackstone Real Estate Associates V  
L.P., its general partner

By: BREA V L.L.C., its general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS V.F L.P.**

By: Blackstone Real Estate Associates V  
L.P., its general partner

By: BREA V L.L.C., its general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
HOLDINGS V L.P.**

By: BREP V Side-by-Side GP L.L.C., its  
general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS VI L.P.**

By: Blackstone Real Estate Associates VI  
L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS VI.TE.1 L.P.**

By: Blackstone Real Estate Associates VI  
L.P., its general partner

By: BREA VI L.L.C., its general partner



By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS VI.TE.2 L.P.**

By: Blackstone Real Estate Associates VI  
L.P., its general partner  
By: BRE VI L.L.C., its general partner

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

[Hudson Pacific Properties, Inc. Schedule 13D/A]

**BLACKSTONE REAL ESTATE  
PARTNERS VI (AV) L.P.**

By: Blackstone Real Estate Associates VI  
L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
PARTNERS (AIV) VI L.P.**

By: Blackstone Real Estate Associates VI  
L.P., its general partner

By: BREA VI L.L.C., its general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
HOLDINGS VI L.P.**

By: BREP VI Side-by-Side GP L.L.C., its  
general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKSTONE FAMILY REAL ESTATE  
PARTNERSHIP VI SMD L.P.**

By: Blackstone Family GP L.L.C., its  
general partner

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**NANTUCKET SERVICES L.L.C.**

By: /s/ Frank Cohen

Name: Frank Cohen

Title: Senior Managing Director

**BLACKHAWK SERVICES II LLC**

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BLACKSTONE REAL ESTATE  
ASSOCIATES V L.P.**

By: BREA V L.L.C., its general partner

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

[Hudson Pacific Properties, Inc. Schedule 13D/A]

**BLACKSTONE REAL ESTATE  
ASSOCIATES VI L.P.**

By: BREA VI L.L.C., its general partner

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BREP V SIDE-BY-SIDE GP L.L.C.**

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BREP VI SIDE-BY-SIDE GP L.L.C.**

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BLACKSTONE FAMILY GP L.L.C.**

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BREA V L.L.C.**

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BREA VI L.L.C.**

By: /s/ Frank Cohen  
Name: Frank Cohen  
Title: Senior Managing Director

**BLACKSTONE HOLDINGS II L.P.**

By: Blackstone Holdings I/II GP Inc., its  
general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BLACKSTONE HOLDINGS III L.P.**

By: Blackstone Holdings III GP L.P., its  
general partner

By: Blackstone Holdings III GP  
Management L.L.C., its general  
partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BLACKSTONE HOLDINGS I/II GP INC.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BLACKSTONE HOLDINGS III GP L.P.**

By: Blackstone Holdings III GP  
Management L.L.C., its general  
partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BLACKSTONE HOLDINGS III GP  
MANAGEMENT L.L.C.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**THE BLACKSTONE GROUP L.P.**

By: Blackstone Group Management  
L.L.C., its general partner

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

**BLACKSTONE GROUP MANAGEMENT  
L.L.C.**

By: /s/ John G. Finley  
Name: John G. Finley  
Title: Chief Legal Officer

/s/ Stephen A. Schwarzman  
Stephen A. Schwarzman

[Hudson Pacific Properties, Inc. Schedule 13D/A]