

NextWave Wireless Inc.  
Form SC 13D/A  
August 24, 2012

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

**SCHEDULE 13D/A  
(Rule 13d-101)**

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

**NEXTWAVE WIRELESS INC.  
(Name of Issuer)**

**Common Stock, par value \$0.07 per share  
(Title of Class of Securities)**

**65337Y409  
(CUSIP Number)**

**Eric Ross  
Senior Managing Director and Chief Compliance Officer  
Avenue Capital Group  
399 Park Avenue, 6<sup>th</sup> Floor  
New York, NY 10022  
(212) 850-3520**

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

**August 16, 2012  
(Date of Event which Requires Filing of this Amendment)**

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 §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 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)

1 NAMES OF REPORTING PERSONS  
Avenue Capital Management II, L.P. ( Avenue Capital Management II )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
4 SOURCE OF FUNDS  
SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 4,178,148 <sup>1</sup>   |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 4,178,148                |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,178,148

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
16.7%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
PN

1.

Includes 101,353 shares of common stock underlying stock options granted by Nextwave Wireless, Inc. (the Issuer ) to Robert T. Symington, an employee of Avenue Capital Management II, L.P. ( Avenue Capital Management II ) and former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds (as defined below). Avenue Capital Management II exercises voting and investment power over the securities beneficially owned by Avenue Capital Management II and by the Funds. This number also includes 250,507 shares of common stock held by Avenue Special Situations Fund IV, L.P. ( Avenue Spec IV ), 19,490 shares of common stock held by Avenue Investments, L.P. ( Avenue Investments ) and 3,806,798 shares of common stock held by Avenue AIV US, L.P. ( Avenue AIV ). Avenue Spec IV, Avenue Investments, Avenue AIV, Avenue International (as defined herein) and CDP-Global (as defined herein) are referred to herein as the Funds.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
 Avenue Capital Management II GenPar, LLC ( GenPar )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 4,178,148 <sup>1</sup>   |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 4,178,148                |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,178,148

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 16.7%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 CO

This number represents shares held by Avenue Capital Management II. GenPar is the general partner of Avenue Capital Management II.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS

Marc Lasry

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC; OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 4,178,148 <sup>1</sup>   |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 4,178,148                |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,178,148

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.7%<sup>2</sup>

14 TYPE OF REPORTING PERSON

IN

1.

This number represents shares held by Avenue Capital Management II. Marc Lasry is the managing member of GenPar, the general partner of Avenue Capital Management II and he exercises voting and investment power over the securities beneficially owned by Avenue Capital Management II and by the Funds.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).



1 NAMES OF REPORTING PERSONS  
 Avenue Special Situations Fund IV, L.P. ( Avenue Spec IV )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 297,738 <sup>1</sup>     |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 297,738                  |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 297,738

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.2%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 PN

1.

Includes 47,231 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds. This number also includes 250,507 shares of common stock held by Avenue Spec IV.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

## 1 NAMES OF REPORTING PERSONS

Avenue Capital Partners IV, LLC ( Avenue Capital IV )

2

## CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) 

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC; OO

5

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

7

SHARES BENEFICIALLY

SOLE VOTING POWER

297,738<sup>1</sup>

OWNED BY

8

EACH

SHARED VOTING POWER

-0-

REPORTING

9

PERSON

SOLE DISPOSITIVE POWER

297,738

WITH

10

SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

297,738

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1.

This number represents shares held by Avenue Spec IV. Avenue Capital IV is the general partner of Avenue Spec IV.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
 GL Partners IV, LLC ( GL IV )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 297,738 <sup>1</sup>     |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 297,738                  |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 297,738

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.2%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 CO

This number represents shares held by Avenue Spec IV. GL IV is the managing member of Avenue Capital IV, the general partner of Avenue Spec IV.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
 Avenue Investments, L.P. ( Avenue Investments )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [ ]

(b)  [ ]

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 28,889 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 28,889                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 28,889

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.1%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 PN

1.

Includes 9,399 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds. This number also includes 19,490 shares of common stock held by Avenue Investments.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).



1 NAMES OF REPORTING PERSONS  
Avenue Partners, LLC ( Avenue Partners )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
4 SOURCE OF FUNDS  
SC; OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

|                     |    |                          |
|---------------------|----|--------------------------|
| NUMBER OF           | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY |    | 45,440 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 45,440                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
45,440

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
CO

1.

This number represents shares held by Avenue Investments and through Avenue International GenPar (as defined below) as general partner of Avenue International. Avenue Partners is the general partner of Avenue Investments and the sole shareholder of Avenue International GenPar

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

## 1 NAMES OF REPORTING PERSONS

Avenue International Master, L.P. ( Avenue International )

2

## CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) 

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC; OO

5

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

|                     |    |                          |
|---------------------|----|--------------------------|
| NUMBER OF           | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY |    | 16,551 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 16,551                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,551

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%<sup>2</sup>

14 TYPE OF REPORTING PERSON

PN

1.

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Includes 16,551 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
 Avenue International Master GenPar, Ltd. ( Avenue International GenPar )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [ ]

(b)  [ ]

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

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

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

|                     |    |                          |
|---------------------|----|--------------------------|
| NUMBER OF           | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY |    | 16,551 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 16,551                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 16,551

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.1%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 CO

1.

This number represents shares held by Avenue International. Avenue International GenPar is the general partner of Avenue International.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
Avenue-CDP Global Opportunities Fund, L.P. ( CDP Global )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC; OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

|                     |    |                          |
|---------------------|----|--------------------------|
| NUMBER OF           | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY |    | 4,025 <sup>1</sup>       |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 4,025                    |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.01%<sup>2</sup>

14 TYPE OF REPORTING PERSON

PN

1.

Includes 4,025 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).



1 NAMES OF REPORTING PERSONS  
 Avenue Global Opportunities Fund GenPar, LLC ( CDP Global GenPar )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 4,025 <sup>1</sup>       |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 4,025                    |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.01%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 CO

1.

This number represents shares held by CDP Global. CDP Global GenPar is the general partner of CDP Global.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
Avenue AIV US, L.P. ( Avenue AIV )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 3,806,798 <sup>1</sup>   |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 3,806,798                |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,806,798

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.2%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
PN

1.

Represents shares of common stock held by Avenue AIV.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
Avenue AIV US GenPar, LLC ( Avenue AIV GenPar )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
4 SOURCE OF FUNDS  
SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 3,806,798 <sup>1</sup>   |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 3,806,798                |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,806,798

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
15.2%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
CO

1.

This number represents shares held by Avenue AIV. Avenue AIV GenPar is the general partner of Avenue AIV.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
 Avenue Special Situations Fund V, L.P. ( Avenue Spec V )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 24,147 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 24,147                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 24,147

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.1%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 PN

1.

Includes 24,147 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).



1 NAMES OF REPORTING PERSONS  
 Avenue Capital Partners V, LLC ( Avenue Capital V )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [ ]

(b)  [ ]

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 24,147 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 24,147                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 24,147

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.1%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 CO

1.

This number represents shares held by Avenue Spec V. Avenue Capital V is the general partner of Avenue Spec V.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

1 NAMES OF REPORTING PERSONS  
 GL Partners V, LLC ( GL V )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
 4 SOURCE OF FUNDS  
 SC; OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS 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 |    | 24,147 <sup>1</sup>      |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | -0-                      |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON              |    | 24,147                   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | -0-                      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 24,147

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.1%<sup>2</sup>

14 TYPE OF REPORTING PERSON  
 CO

1.

This number represents shares held by Avenue Spec V. GL V is the managing member of Avenue Capital V, the general partner of Avenue Spec V.

2.

Based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

**SCHEDULE 13D****Explanatory Note**

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Exchange Act, the undersigned hereby amend the following items on Amendment No. 5 to the Schedule 13D originally filed by the Reporting Persons on November 19, 2008, as amended on April 30, 2009, July 10, 2009, December 18, 2009 and August 9, 2012. On June 21, 2010, the Issuer effected a 1-for-7 reverse stock split. The securities reported herein reflect the number of shares of common stock after adjustment for the reverse stock split on June 21, 2010.

## ITEM 4.

**PURPOSE OF TRANSACTION.***Amended and Restated Third Lien Notes*

On August 16, 2012, the Issuer amended and restated its Third Lien Subordinated Secured Convertible Notes due 2013 (the Third Lien Notes ) to be no longer convertible into common stock of the Issuer and to be split into two series whereby certain Third Lien Notes in the aggregate principal amount of \$318,627,451 with accrued and unpaid interest through August 15, 2012 of \$6,372,549 are direct obligations of the Issuer (the NextWave Inc. Third Lien Notes ) and the remaining principal balance of the Third Lien Notes in the aggregate principal amount of \$428,321,090 plus accrued and unpaid interest through August 15, 2012 of \$8,566,422 became the direct obligations of NextWave Holdco ( the NextWave Holdco Notes ). NextWave Holdco was formed by the Issuer on August 8, 2012 in connection with the proposed acquisition of the Issuer by AT&T Inc. by means of a merger (the Merger ). NextWave Holdco will assume all assets and liabilities of the Issuer and its subsidiaries not relating solely to the Wireless Communication Services and Advanced Wireless Services wireless spectrum licenses to be acquired by AT&T Inc. The NextWave Inc. Third Lien Notes and NextWave Holdco Notes contain representations and warranties, affirmative and negative covenants and events of default that are substantially the same as the corresponding provisions of the original Third Lien Notes. The terms of the NextWave Holdco Third Lien Notes contain additional restrictive covenants as discussed further in the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012 (the Issuer's Form 8-K on Amendment and Restatement of Notes ). Further details concerning the amendment and restatement of the Third Lien Notes and other related transactions in connection with the Merger are described in the Issuer's Form 8-K on Amendment and Restatement of Notes.

The descriptions in this Statement of the NextWave Inc. Third Lien Notes and NextWave Holdco Notes are qualified in its entirety by reference to the full text of the Amended and Restated Spinco Third Lien Subordinated Exchange Agreement and Amended and Restated Parent Third Lien Subordinated Exchange Agreement, copies of which are filed herewith as Exhibits 15 and 16, respectively and incorporated by reference in this Statement.

As described in Item 4 of Amendment No. 4 to the Schedule 13D filed by the Reporting Persons on August 9, 2012, the holders of the NextWave Holdco Notes have a call right for the purchase of all of the limited liability company interests of NextWave Holdco under certain circumstances, which will not be exercisable until receipt of any required regulatory approvals. In addition, immediately prior to the closing of the Merger, all of the NextWave Holdco Notes will be automatically redeemed for all of the limited liability company interests of NextWave Holdco. The description of the call right is qualified in its entirety by reference to the full text of the Call Option/Note Redemption

Agreement, a copy of which is filed herewith as Exhibit 17 and incorporated by reference in this Statement.

Except as described herein and in the Issuer's Current Report on Form 8-K filed on August 6, 2012 and the Issuer's Form 8-K on Amendment and Restatement of Notes, the Reporting Persons do not as of the date of this Statement have any specific plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

#### ITEM 5.

#### INTEREST IN SECURITIES OF THE ISSUER.

(a)

As of the date hereof, the following is the beneficial ownership and percentage of the Issuer's common stock outstanding for each of the Reporting Persons:

| <u>Name</u>                  | <u>Number of Shares</u> | <u>Percentage of Class (%)</u> |
|------------------------------|-------------------------|--------------------------------|
| Avenue Capital Management II | 4,178,148               | 16.7                           |
| GenPar                       | 4,178,148               | 16.7                           |
| Marc Lasry                   | 4,178,148               | 16.7                           |
| Avenue Spec IV               | 297,738                 | 1.2                            |
| Avenue Capital IV            | 297,738                 | 1.2                            |
| GL IV                        | 297,738                 | 1.2                            |
| Avenue Investments           | 28,889                  | 0.1                            |
| Avenue Partners              | 45,440                  | 0.2                            |
| Avenue International         | 16,551                  | 0.1                            |
| Avenue International GenPar  | 16,551                  | 0.1                            |
| CDP Global                   | 4,025                   | 0.01                           |
| CDP Global GenPar            | 4,025                   | 0.01                           |
| Avenue AIV                   | 3,806,798               | 15.2                           |
| Avenue AIV GenPar            | 3,806,798               | 15.2                           |
| Avenue Spec V                | 24,147                  | 0.1                            |
| Avenue Capital V             | 24,147                  | 0.1                            |
| GL V                         | 24,147                  | 0.1                            |

The percentage of class is calculated based on 25,039,485 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on August 9, 2012, together with the 101,353 shares of common stock underlying the stock options issued to Mr. Symington).

As a result of the Voting Agreements discussed in Item 6 of Amendment No. 4 to the Schedule 13D as filed by the Reporting Persons on August 9, 2012, Avenue AIV, Avenue Investments and Avenue Spec IV together with the other stockholders who have each entered into separate Voting Agreements, and who collectively beneficially own approximately 59% of the outstanding shares of the Issuer's common stock, may be deemed to constitute a group under Rule 13d-5(b)(1) of the Exchange Act. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons are members of a group with the other stockholders who have each entered into separate Voting Agreements for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such membership is expressly disclaimed. In addition, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that the Reporting Persons are the beneficial owner of any common stock beneficially owned by any of the other stockholders who have each entered into separate Voting Agreements for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial

ownership is expressly disclaimed.

The beneficial ownership for each of the Reporting Persons as described in this Statement no longer includes any shares of common stock underlying the Third Lien Notes since the Third Lien Notes are no longer convertible into shares of common stock of the Issuer following the amendment and restatement of the Third Lien Notes as described in Item 4 above. The NextWave Holdco Notes are also not convertible into any common stock or limited liability interests of NextWave Holdco.

(b)

The Reporting Persons have sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the shares.

(c)

Except as described above and in Amendment No. 4 to the Schedule 13D as filed by the Reporting Persons on August 9, 2012, the Reporting Persons have not engaged in any transactions with respect to the Issuer's common stock in the past 60 days.

(d)

No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale, of the shares of common stock covered by this Statement.

(e)

Not applicable.

ITEM 6.

**CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

The responses in Items 4 and 5 are incorporated herein by reference. Except as set forth in response to other Items of the Statement, the agreements incorporated herein by reference and set forth as exhibits hereto, and the other agreements in connection with the Merger as described in the Issuer's Current Report on Form 8-K filed on August 6, 2012 and the Issuer's Form 8-K on Amendment and Restatement of Notes, to the best knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between such persons and any person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting or investment power over the securities of the Issuer.

## ITEM 7.

MATERIAL TO BE FILED AS EXHIBITS.

## Exhibit 1

Joint Filing Agreement, dated November 13, 2008 among the Reporting Persons relating to the filing of a joint statement on Schedule 13D (incorporated by reference to Exhibit 1 filed with the Reporting Persons Schedule 13D on November 19, 2008).

## Exhibit 2

Second Lien Subordinated Note Purchase Agreement, dated October 9, 2008, among NextWave Wireless Inc., NextWave Wireless LLC, as issuer, NextWave Broadband Inc., NW Spectrum Co., AWS Wireless Inc., WCS Wireless License Subsidiary, LLC, IP Wireless, Inc., and Packetvideo Corporation, as guarantors, Avenue AIV US, L.P. and Sola Ltd, as the note purchasers, and The Bank of New York Mellon, as collateral agent (incorporated by reference to Exhibit 4.1 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

## Exhibit 3

Warrant Agreement dated as of October 9, 2008, between Avenue AIV US, L.P. and NextWave Wireless Inc., (incorporated by reference to Exhibit 4.3 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

## Exhibit 4

Designated Director Agreement dated as of October 9, 2008, between Avenue Capital II and NextWave Wireless Inc., (incorporated by reference to Exhibit 4.7 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

## Exhibit 5

Third Lien Subordinated Exchange Note Exchange Agreement, dated October 9, 2008, among NextWave Wireless Inc., NextWave LLC, certain subsidiary guarantors, the purchasers party thereto, and The Bank of New York Mellon, as collateral agent (incorporated by reference to Exhibit 4.2 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

## Exhibit 6

Registration Rights Agreement dated as of October 9, 2008, among NextWave Wireless Inc., Avenue AIV US, L.P. and Sola, Ltd. (incorporated by reference to Exhibit 4.5 filed with the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008).

## Exhibit 7



Edgar Filing: NextWave Wireless Inc. - Form SC 13D/A

Additional Warrant Agreement dated as of April 8, 2009, between Avenue AIV US, L.P. and NextWave Wireless Inc. (incorporated by reference to Exhibit 4.14 filed with the Issuer's Current Report on Form 8-K filed with the SEC on April 14, 2009).

Exhibit 8

Second Lien Incremental Indebtedness Agreement, dated July 2, 2009, among NextWave Wireless Inc. as parent guarantor, NextWave Wireless LLC, as issuer, NextWave Broadband Inc., NW Spectrum Co., AWS Wireless Inc., WCS Wireless License Subsidiary, LLC, as guarantors, Avenue AIV US, L.P. as the note purchaser, and The Bank of New York Mellon, as collateral agent (incorporated by reference to Exhibit 8 filed with the Reporting Persons Amendment No. 2 to Schedule 13D on July 10, 2009).

Exhibit 9

Warrant Agreement dated as of July 2, 2009, between Avenue AIV US, L.P. and NextWave Wireless Inc. (incorporated by reference to Exhibit 9 filed with the Reporting Persons Amendment No. 2 to Schedule 13D on July 10, 2009).

Exhibit 10

Registration Rights Agreement Acknowledgement, dated as of July 2, 2009, entered into by NextWave Wireless Inc. (incorporated by reference to Exhibit 10 filed with the Reporting Persons Amendment No. 2 to Schedule 13D on July 10, 2009).

Exhibit 11

Note Purchase Agreement, dated as of August 1, 2012, among AT&T Inc., the Holders listed on Schedule I thereto and Wilmington Trust, National Association as Holder Representative, in respect of the Third Lien Notes (incorporated by reference to Exhibit 99.3 filed with the Issuer's Current Report on Form 8-K filed with the SEC on August 6, 2012).

Exhibit 12

Voting Agreement dated as of August 1, 2012, by and between AT&T, Inc, Avenue AIV US, L.P., Avenue Investments, L.P. and Avenue Special Situations Fund IV, L.P.

Exhibit 13

Stock Transfer Agreement dated as of August 1, 2012, by and between Avenue AIV US, L.P., Avenue Investments, L.P., Avenue Special Situations Fund IV, L.P. and Polygon Recovery Fund L.P.

Exhibit 14

Power of Attorney (incorporated by reference to Exhibit 24.2 to Form 3/A filed by Avenue Capital Management II, L.P. and other joint filers on July 27, 2010).

Exhibit 15

Amended and Restated Spinco Third Lien Subordinated Exchange Agreement, dated as of August 16, 2012, by and among NextWave Holdco LLC, NextWave Wireless LLC, AWS Wireless Inc., NextWave Broadband Inc., NW Spectrum Co. and NextWave Metropolitan, Inc., certain other guarantors named therein, certain purchasers named therein and Wilmington Trust, National Association (incorporated by reference to Exhibit 4.3 to the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012).

Exhibit 16

Amended and Restated Parent Third Lien Subordinated Exchange Agreement, dated as of August 16, 2012, by and among NextWave Inc., NextWave Wireless LLC, AWS Wireless Inc., NextWave Broadband Inc., NW Spectrum Co. and NextWave Metropolitan, Inc., certain other guarantors named therein, certain purchasers named therein and Wilmington Trust, National Association (incorporated by reference to Exhibit 4.4 to the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012).

Exhibit 17

Call Option/Note Redemption Agreement, dated as of August 16, 2012, among NextWave Wireless LLC, NextWave Holdco LLC, Wilmington Trust, National Association, as noteholder representative and the parties listed on Schedule A attached thereto (incorporated by reference to Exhibit 10.10 to the Issuer's Current Report on Form 8-K filed with the SEC on August 23, 2012).

Signature

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Amendment is true, complete and correct.

Dated: August 24, 2012

**MARC LASRY**

By:

/s/ Eric Ross as attorney-in-fact

**AVENUE CAPITAL MANAGEMENT II GENPAR, LLC**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE CAPITAL MANAGEMENT II, L.P.**

By:

Avenue Capital Management II  
GenPar, LLC,  
its General Partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE SPECIAL SITUATIONS FUND IV, L.P.**

By:

Avenue Capital Partners IV, LLC,  
its General Partner

By:

GL Partners IV, LLC,  
its Managing Member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE CAPITAL PARTNERS IV, LLC**

By:

GL Partners IV, LLC,  
its Managing Member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**GL PARTNERS IV, LLC**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE INVESTMENTS, L.P.**

By:

Avenue Partners, LLC,  
its General Partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE PARTNERS, LLC**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE INTERNATIONAL MASTER, L.P.**

By:

Avenue International Master Fund  
GenPar, Ltd.  
its General Partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Director

**AVENUE INTERNATIONAL MASTER FUND GENPAR, LTD.**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Director

**AVENUE - CDP GLOBAL OPPORTUNITIES FUND, L.P.**

By:

Avenue Global Opportunities Fund  
GenPar, LLC  
its General Partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE GLOBAL OPPORTUNITIES FUND GENPAR, LLC**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE AIV US, L.P.**

By:

Avenue AIV US GenPar, LLC  
its General Partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE AIV US GENPAR, LLC**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE SPECIAL SITUATIONS FUND V, L.P.**

By:

Avenue Capital Partners V, LLC,  
its General Partner

By:

GL Partners V, LLC,  
its Managing Member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**AVENUE CAPITAL PARTNERS V, LLC**



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13D

Page 26 of 26

By:

GL Partners V, LLC,  
its Managing Member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

**GL PARTNERS V, LLC**

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

-bottom:2px;background-color:#cceedd;">

\$  
0.02

\$  
0.01

\$  
0.16

\$  
0.03

Net income attributable to common stockholders—diluted

\$

0.02

\$  
0.01

\$  
0.16

\$  
0.03

Weighted average shares of common stock outstanding—basic  
155,290,559

95,145,496

151,640,853

92,168,432

Weighted average shares of common stock outstanding—diluted  
156,095,603

95,995,496

152,431,897

93,000,432

Dividends declared per share

\$  
0.250

\$  
0.200

\$  
0.500

\$  
0.400

The accompanying notes are an integral part of these consolidated financial statements.

6

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HUDSON PACIFIC PROPERTIES, INC.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(Unaudited, in thousands)

|  | Three Months<br>Ended June 30, |           | Six Months Ended<br>June 30, |            |
|--|--------------------------------|-----------|------------------------------|------------|
|  | 2017                           | 2016      | 2017                         | 2016       |
| Net income   | \$6,954                        | \$4,035   | \$31,107                     | \$10,011   |
| Other comprehensive (loss) income: change in fair value of derivative instruments        | (2,760 )                       | (8,430 )  | 104                          | (23,905 )  |
| Comprehensive income (loss)  | 4,194                          | (4,395 )  | 31,211                       | (13,894 )  |
| Comprehensive income attributable to preferred units                                     | (159 )                         | (159 )    | (318 )                       | (318 )     |
| Comprehensive income attributable to participating securities                            | (255 )                         | (196 )    | (495 )                       | (393 )     |
| Comprehensive income attributable to non-controlling interest in consolidated entities   | (2,974 )                       | (2,396 )  | (6,011 )                     | (4,341 )   |
| Comprehensive (income) loss attributable to units in the operating partnership           | (3 )                           | 2,474     | (233 )                       | 7,040      |
| Comprehensive income (loss) attributable to Hudson Pacific Properties, Inc. stockholders | \$803                          | \$(4,672) | \$24,154                     | \$(11,906) |

The accompanying notes are an integral part of these consolidated financial statements.

7

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HUDSON PACIFIC PROPERTIES, INC.  
CONSOLIDATED STATEMENTS OF EQUITY  
(Unaudited, in thousands, except share data)

| Hudson Pacific Properties, Inc. Stockholders' Equity                                    |                              |                 |                                  |                                    |  |   |   |              |
|---|------------------------------|-----------------|----------------------------------|------------------------------------|--|---|---|--------------|
|   | Shares of<br>Common<br>Stock | Stock<br>Amount | Additional<br>Paid-in<br>Capital | Accumulated<br>(Deficit)<br>Income | Other<br>Comprehensive<br>(Loss)<br>Income | Non-<br>controlling<br>Interest—Units<br>in the<br>Operating<br>Partnership | Non-controlling<br>Interest—Members<br>in<br>Consolidated<br>Entities | Total Equity |
| Balance at January 1, 2016  | 89,153,780                   | \$891           | \$1,710,979                      | \$(44,955)                         | \$(1,081)                                  | \$1,800,578   | \$262,625   | \$3,729,037  |
| Contributions   | —                            | —               | —                                | —                                  | —  | —   | 33,996  | 33,996       |
| Distributions   | —                            | —               | —                                | —                                  | —  | —   | (1,303)   | (1,303)      |
| Proceeds from sale of common stock, net of underwriters' discount and transaction costs | 47,010,695                   | 470             | 1,449,111                        | —                                  | —  | —   | —   | 1,449,581    |
| Issuance of unrestricted stock  | 590,520                      | 6               | —                                | —                                  | —  | —   | —   | 6            |
| Shares withheld to satisfy tax withholding  | (262,760)                    | (3)             | (8,424)                          | —                                  | —  | —   | —   | (8,427)      |
| Declared dividend   | —                            | —               | (90,005)                         | —                                  | —  | (27,814)  | —   | (117,819)    |
| Amortization of stock-based compensation  | —                            | —               | 13,609                           | —                                  | —  | 1,045   | —   | 14,654       |
| Net income  | —                            | —               | —                                | 27,984                             | —  | 5,848   | 9,290   | 43,122       |
| Change in fair value of derivatives   | —                            | —               | —                                | —                                  | 10,577                                     | (4,635)   | —   | 5,942        |
| Redemption of common units in the operating partnership                                 | —                            | —               | 34,124                           | —                                  | —  | (1,480,163)   | —   | (1,446,039)  |
| Balance at December 31, 2016  | 136,492,235                  | 1,364           | 3,109,394                        | (16,971)                           | 9,496                                      | 294,859   | 304,608   | 3,702,750    |
| Contributions   | —                            | —               | —                                | —                                  | —  | —   | 3,870   | 3,870        |
| Distributions   | —                            | —               | —                                | —                                  | —  | —   | (14,591)  | (14,591)     |
| Proceeds from sale of common stock, net of underwriters' discount and transaction costs | 18,656,575                   | 187             | 647,322                          | —                                  | —  | —   | —   | 647,509      |
| Issuance of unrestricted stock  | 273,301                      | 3               | (3)                              | —                                  | —  | —   | —   | —            |
|   | (120,261)                    | (1)             | (4,202)                          | —                                  | —  | —   | —   | (4,203)      |

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|   |             |          |              |          |          |            |            |              |
|---|-------------|----------|--------------|----------|----------|------------|------------|--------------|
| Shares withheld to satisfy tax withholding              |             |          |              |          |          |            |            |              |
| Declared dividend                                       | —           | —        | (78,835 )    | —        | —        | (328 )     | —          | (79,163 )    |
| Amortization of stock-based compensation                | —           | —        | 6,868        | —        | —        | 1,338      | —          | 8,206        |
| Net income  | —           | —        | —            | 24,563   | —        | 215        | 6,011      | 30,789       |
| Change in fair value of derivatives                     | —           | —        | —            | —        | 86       | 18         | —          | 104          |
| Redemption of common units in the operating partnership | —           | —        | (24,535 )    | —        | (3,622 ) | (282,698 ) | —          | (310,855 )   |
| Balance at June 30, 2017                                | 155,301,850 | \$ 1,553 | \$ 3,656,009 | \$ 7,592 | \$ 5,960 | \$ 13,404  | \$ 299,898 | \$ 3,984,416 |

The accompanying notes are an integral part of these consolidated financial statements.

8

HUDSON PACIFIC PROPERTIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited, in thousands)

|   | Six Months Ended<br>June 30, |            |
|---|------------------------------|------------|
|   | 2017                         | 2016       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                              |            |
| Net income  | \$31,107                     | \$10,011   |
| Adjustments to reconcile net income to net cash provided by operating activities:   |                              |            |
| Depreciation and amortization   | 146,182                      | 134,476    |
| Amortization of deferred financing costs and loan premium, net                      | 2,373                        | 2,134      |
| Amortization of stock-based compensation  | 7,788                        | 6,643      |
| Straight-line rents   | (5,781 )                     | (11,281 )  |
| Straight-line rent expenses   | 160                          | 750        |
| Amortization of above- and below-market leases, net                                 | (10,405 )                    | (9,302 )   |
| Amortization of above- and below-market ground lease, net                           | 1,470                        | 1,070      |
| Amortization of lease incentive costs   | 758                          | 655        |
| Bad debt (recovery) expense   | (75 )                        | 512        |
| Amortization of discount and net origination fees on purchased and originated loans | —                            | (208 )     |
| Unrealized loss on ineffective portion of derivative instruments                    | 45                           | 2,509      |
| Gains on sale of real estate  | (16,866 )                    | (8,515 )   |
| Change in operating assets and liabilities:   |                              |            |
| Accounts receivable   | 3,177                        | 10,001     |
| Deferred leasing costs and lease intangibles  | (15,216 )                    | (25,725 )  |
| Prepaid expenses and other assets   | (5,873 )                     | (5,882 )   |
| Accounts payable and accrued liabilities  | 6,304                        | 5,619      |
| Security deposits   | 3,667                        | 4,214      |
| Prepaid rent  | (7,779 )                     | (8,814 )   |
| Net cash provided by operating activities   | 141,036                      | 108,867    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                              |            |
| Additions to investment property  | (147,476)                    | (104,112 ) |
| Property acquisitions   | (257,734)                    | —          |
| Proceeds from sales of real estate  | 81,707                       | 283,855    |
| Contributions to unconsolidated entities  | (1,071 )                     | (28,393 )  |
| Distributions from unconsolidated entities  | 14,893                       | —          |
| Deposit for property acquisitions   | —                            | (20,000 )  |
| Proceed from repayment of notes receivable  | —                            | 28,892     |
| Net cash (used in) provided by investing activities                                 | (309,681)                    | 160,242    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                              |            |
| Proceeds from notes payable   | 230,000                      | 677,000    |
| Payments of notes payable   | (321,270)                    | (597,416 ) |
| Proceeds from issuance of common stock, net   | 647,509                      | 293,628    |
| Payment for redemption of common units in the operating partnership                 | (310,855)                    | (294,209 ) |
| Distributions paid to common stockholders and unitholders                           | (79,163 )                    | (59,119 )  |
| Distributions paid to preferred unitholders   | (318 )                       | (318 )     |
| Contributions from non-controlling member in consolidated entities                  | 3,870                        | 103        |
| Distributions to non-controlling member in consolidated entities                    | (14,591 )                    | (663 )     |
| Payments to satisfy tax withholding   | (4,203 )                     | (1,776 )   |

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|   |            |            |
|---|------------|------------|
| Payments of loan costs  | —          | (1,334 )   |
| Net cash provided by financing activities   | 150,979    | 15,896     |
| Net (decrease) increase in cash and cash equivalents and restricted cash              | (17,666 )  | 285,005    |
| Cash and cash equivalents and restricted cash—beginning of period                     | 108,192    | 71,561     |
| Cash and cash equivalents and restricted cash—end of period                           | \$90,526   | \$356,566  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                              |            |            |
| Cash paid for interest including amounts capitalized                                  | \$42,462   | \$38,714   |
| <b>NON-CASH INVESTING ACTIVITIES:</b>   |            |            |
| Accounts payable and accrued liabilities for real estate investments                  | \$(3,427 ) | \$(8,866 ) |
| Reclassification of investment in unconsolidated entities for real estate investments | \$7,835    | \$—        |

The accompanying notes are an integral part of these consolidated financial statements.

9

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HUDSON PACIFIC PROPERTIES, L.P.  
CONSOLIDATED BALANCE SHEETS  
(in thousands, except unit data)

|  | June 30,<br>2017<br>(unaudited) | December 31,<br>2016 |
|--|---------------------------------|----------------------|
| <b>ASSETS</b>  |                                 |                      |
| Real estate assets   |                                 |                      |
| Land   | \$1,413,269                     | \$ 1,265,399         |
| Building and improvements  | 4,765,915                       | 4,502,235            |
| Tenant improvements  | 403,359                         | 373,778              |
| Furniture and fixtures   | 7,230                           | 4,276                |
| Property under development   | 247,634                         | 295,239              |
| Total real estate held for investment  | 6,837,407                       | 6,440,927            |
| Accumulated depreciation and amortization  | (506,118 )                      | (419,368 )           |
| Investment in real estate, net   | 6,331,289                       | 6,021,559            |
| Cash and cash equivalents  | 73,242                          | 83,015               |
| Restricted cash  | 17,284                          | 25,177               |
| Accounts receivable, net   | 4,088                           | 6,852                |
| Straight-line rent receivables, net  | 93,093                          | 87,281               |
| Deferred leasing costs and lease intangible assets, net  | 282,272                         | 309,962              |
| Derivative assets  | 5,858                           | 5,935                |
| Goodwill   | 8,754                           | 8,754                |
| Prepaid expenses and other assets, net   | 32,777                          | 27,153               |
| Investment in unconsolidated entities  | 15,377                          | 37,228               |
| Assets associated with real estate held for sale   | —                               | 66,082               |
| <b>TOTAL ASSETS</b>  | <b>\$6,864,034</b>              | <b>\$ 6,678,998</b>  |
| <b>LIABILITIES</b>   |                                 |                      |
| Notes payable, net   | \$2,598,780                     | \$ 2,688,010         |
| Accounts payable and accrued liabilities   | 134,237                         | 120,444              |
| Lease intangible liabilities, net  | 66,438                          | 80,130               |
| Security deposits  | 35,655                          | 31,495               |
| Prepaid rent   | 33,344                          | 40,755               |
| Derivative liabilities   | 987                             | 1,303                |
| Liabilities associated with real estate held for sale  | —                               | 3,934                |
| <b>TOTAL LIABILITIES</b>   | <b>2,869,441</b>                | <b>2,966,071</b>     |
| 6.25% Series A cumulative redeemable preferred units of the operating partnership                                      | 10,177                          | 10,177               |
| <b>CAPITAL</b>   |                                 |                      |
| Hudson Pacific Properties, L.P. partners' capital:   |                                 |                      |
| Common units, 155,870,895 and 145,942,855 issued and outstanding at June 30, 2017 and December 31, 2016, respectively. | 3,678,536                       | 3,392,264            |
| Accumulated other comprehensive income   | 5,982                           | 5,878                |
| Total Hudson Pacific Properties, L.P. partners' capital  | 3,684,518                       | 3,398,142            |
| Non-controlling interest—members in consolidated entities  | 299,898                         | 304,608              |
| <b>TOTAL CAPITAL</b>   | <b>3,984,416</b>                | <b>3,702,750</b>     |
| <b>TOTAL LIABILITIES AND CAPITAL</b>   | <b>\$6,864,034</b>              | <b>\$ 6,678,998</b>  |

The accompanying notes are an integral part of these consolidated financial statements.



HUDSON PACIFIC PROPERTIES, L.P.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited, in thousands, except unit data)

|  | Three Months Ended<br>June 30, |                | Six Months Ended June<br>30, |                |
|--|--------------------------------|----------------|------------------------------|----------------|
|  | 2017                           | 2016           | 2017                         | 2016           |
| <b>REVENUES</b>  |                                |                |                              |                |
| Office   |                                |                |                              |                |
| Rental   | \$133,602                      | \$118,047      | \$267,118                    | \$234,274      |
| Tenant recoveries  | 25,038                         | 21,303         | 42,439                       | 41,836         |
| Parking and other  | 8,212                          | 5,050          | 14,111                       | 10,582         |
| Total Office revenues  | 166,852                        | 144,400        | 323,668                      | 286,692        |
| Media & Entertainment  |                                |                |                              |                |
| Rental   | 9,105                          | 6,857          | 15,790                       | 12,885         |
| Tenant recoveries  | 129                            | 213            | 794                          | 412            |
| Other property-related revenue   | 4,361                          | 2,810          | 8,403                        | 7,779          |
| Other  | 53                             | 41             | 130                          | 90             |
| Total Media & Entertainment revenues   | 13,648                         | 9,921          | 25,117                       | 21,166         |
| <b>TOTAL REVENUES</b>  | <b>180,500</b>                 | <b>154,321</b> | <b>348,785</b>               | <b>307,858</b> |
| <b>OPERATING EXPENSES</b>  |                                |                |                              |                |
| Office operating expenses  | 55,468                         | 49,091         | 103,422                      | 96,794         |
| Media & Entertainment operating expenses                                     | 7,003                          | 6,295          | 14,254                       | 12,247         |
| General and administrative   | 14,506                         | 13,016         | 28,316                       | 25,519         |
| Depreciation and amortization  | 75,415                         | 66,108         | 146,182                      | 134,476        |
| <b>TOTAL OPERATING EXPENSES</b>  | <b>152,392</b>                 | <b>134,510</b> | <b>292,174</b>               | <b>269,036</b> |
| <b>INCOME FROM OPERATIONS</b>  | <b>28,108</b>                  | <b>19,811</b>  | <b>56,611</b>                | <b>38,822</b>  |
| <b>OTHER EXPENSE (INCOME)</b>  |                                |                |                              |                |
| Interest expense   | 21,695                         | 17,614         | 43,625                       | 34,865         |
| Interest income  | (16)                           | (73)           | (46)                         | (86)           |
| Unrealized loss on ineffective portion of derivative instruments             | 51                             | 384            | 45                           | 2,509          |
| Acquisition-related expenses   | —                              | 61             | —                            | 61             |
| Other income   | (576)                          | (47)           | (1,254)                      | (23)           |
| <b>TOTAL OTHER EXPENSES</b>  | <b>21,154</b>                  | <b>17,939</b>  | <b>42,370</b>                | <b>37,326</b>  |
| <b>INCOME BEFORE GAINS ON SALE OF REAL ESTATE</b>                            | <b>6,954</b>                   | <b>1,872</b>   | <b>14,241</b>                | <b>1,496</b>   |
| Gains on sale of real estate   | —                              | 2,163          | 16,866                       | 8,515          |
| <b>NET INCOME</b>  | <b>6,954</b>                   | <b>4,035</b>   | <b>31,107</b>                | <b>10,011</b>  |
| Net income attributable to non-controlling interest in consolidated entities | (2,974)                        | (2,396)        | (6,011)                      | (4,341)        |
| Net income attributable to Hudson Pacific Properties, L.P.                   | 3,980                          | 1,639          | 25,096                       | 5,670          |
| Net income attributable to preferred units                                   | (159)                          | (159)          | (318)                        | (318)          |
| Net income attributable to participating securities                          | (255)                          | (196)          | (495)                        | (393)          |
| Net income available to Hudson Pacific Properties, L.P. common unitholders   | \$3,566                        | \$1,284        | \$24,283                     | \$4,959        |
| Basic and diluted per unit amounts:  |                                |                |                              |                |
| Net income attributable to common unitholders—basic                          | \$0.02                         | \$0.01         | \$0.16                       | \$0.03         |
| Net income attributable to common unitholders—diluted                        | \$0.02                         | \$0.01         | \$0.16                       | \$0.03         |
| Weighted average shares of common units outstanding—basic                    | 155,859,604                    | 45,549,363     | 152,647,051                  | 145,518,523    |
| Weighted average shares of common units outstanding—diluted                  | 156,664,648                    | 46,399,363     | 153,438,100                  | 146,350,523    |

|                             |         |          |         |          |
|-----------------------------|---------|----------|---------|----------|
| Dividends declared per unit | \$0.250 | \$ 0.200 | \$0.500 | \$ 0.400 |
|-----------------------------|---------|----------|---------|----------|

The accompanying notes are an integral part of these consolidated financial statements.

11

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HUDSON PACIFIC PROPERTIES, L.P.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
 (Unaudited, in thousands)

|   | Three Months<br>Ended June 30, |           | Six Months Ended<br>June 30, |            |
|---|--------------------------------|-----------|------------------------------|------------|
|   | 2017                           | 2016      | 2017                         | 2016       |
| Net income  | \$6,954                        | \$4,035   | \$31,107                     | \$10,011   |
| Other comprehensive (loss) income: change in fair value of derivative instruments             | (2,760 )                       | (8,430 )  | 104                          | (23,905 )  |
| Comprehensive income (loss)   | 4,194                          | (4,395 )  | 31,211                       | (13,894 )  |
| Comprehensive income attributable to preferred units  | (159 )                         | (159 )    | (318 )                       | (318 )     |
| Comprehensive income attributable to participating securities                                 | (255 )                         | (196 )    | (495 )                       | (393 )     |
| Comprehensive income attributable to non-controlling interest in consolidated entities        | (2,974 )                       | (2,396 )  | (6,011 )                     | (4,341 )   |
| Comprehensive income (loss) attributable to Hudson Pacific Properties, L.P. partners' capital | \$806                          | \$(7,146) | \$24,387                     | \$(18,946) |

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.  
CONSOLIDATED STATEMENTS OF CAPITAL  
(Unaudited, in thousands, except unit data)

|   | Hudson Pacific Properties, L.P. Partners' Capital |              |   |  |               |
|---|---|--------------|---|--|---------------|
|   | Number of Common Units                            | Common Units | Accumulated Other Comprehensive (Loss) Income | Non-controlling Interest—Member Entities | Total Capital |
| Balance at January 1, 2016  | 145,450,095                                       | \$3,466,476  | \$ (64 )                                      | \$ 262,625                               | \$3,729,037   |
| Contributions   | —   | —            | —   | 33,996                                   | 33,996        |
| Distributions   | —   | —            | —   | (1,303 )                                 | (1,303 )      |
| Proceeds from sale of common units, net of underwriters' discount and transaction costs | 47,010,695  | 1,449,581    | —   | —  | 1,449,581     |
| Issuance of unrestricted units  | 590,520   | 6            | —   | —  | 6             |
| Units withheld to satisfy tax withholding   | (262,760 )  | (8,427 )     | —   | —  | (8,427 )      |
| Declared distributions  | —   | (117,819 )   | —   | —  | (117,819 )    |
| Amortization of unit-based compensation   | —   | 14,654       | —   | —  | 14,654        |
| Net income  | —   | 33,832       | —   | 9,290                                    | 43,122        |
| Change in fair value of derivative instruments  | —   | —            | 5,942   | —  | 5,942         |
| Redemption of common units  | (46,845,695 )                                     | (1,446,039 ) | —   | —  | (1,446,039 )  |
| Balance at December 31, 2016  | 145,942,855                                       | 3,392,264    | 5,878   | 304,608                                  | 3,702,750     |
| Contributions   | —   | —            | —   | 3,870                                    | 3,870         |
| Distributions   | —   | —            | —   | (14,591 )                                | (14,591 )     |
| Proceeds from sale of common units, net of underwriters' discount and transaction costs | 18,656,575  | 647,509      | —   | —  | 647,509       |
| Issuance of unrestricted units  | 273,301   | —            | —   | —  | —             |
| Units withheld to satisfy tax withholding   | (120,261 )  | (4,203 )     | —   | —  | (4,203 )      |
| Declared distributions  | —   | (79,163 )    | —   | —  | (79,163 )     |
| Amortization of unit-based compensation   | —   | 8,206        | —   | —  | 8,206         |
| Net income  | —   | 24,778       | —   | 6,011                                    | 30,789        |
| Change in fair value of derivative instruments  | —   | —            | 104   | —  | 104           |
| Redemption of common units  | (8,881,575 )                                      | (310,855 )   | —   | —  | (310,855 )    |
| Balance at June 30, 2017  | 155,870,895                                       | \$3,678,536  | \$ 5,982                                      | \$ 299,898                               | \$3,984,416   |

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited, in thousands)

|   | Six Months Ended<br>June 30, |            |
|---|------------------------------|------------|
|   | 2017                         | 2016       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                              |            |
| Net income  | \$31,107                     | \$10,011   |
| Adjustments to reconcile net income to net cash provided by operating activities:   |                              |            |
| Depreciation and amortization   | 146,182                      | 134,476    |
| Amortization of deferred financing costs and loan premium, net                      | 2,373                        | 2,134      |
| Amortization of unit-based compensation   | 7,788                        | 6,643      |
| Straight-line rents   | (5,781 )                     | (11,281 )  |
| Straight-line rent expenses   | 160                          | 750        |
| Amortization of above- and below-market leases, net                                 | (10,405 )                    | (9,302 )   |
| Amortization of above- and below-market ground lease, net                           | 1,470                        | 1,070      |
| Amortization of lease incentive costs   | 758                          | 655        |
| Bad debt (recovery) expense   | (75 )                        | 512        |
| Amortization of discount and net origination fees on purchased and originated loans | —                            | (208 )     |
| Unrealized loss on ineffective portion of derivative instruments                    | 45                           | 2,509      |
| Gains on sale of real estate  | (16,866 )                    | (8,515 )   |
| Change in operating assets and liabilities:   |                              |            |
| Accounts receivable   | 3,177                        | 10,001     |
| Deferred leasing costs and lease intangibles  | (15,216 )                    | (25,725 )  |
| Prepaid expenses and other assets   | (5,873 )                     | (5,882 )   |
| Accounts payable and accrued liabilities  | 6,304                        | 5,619      |
| Security deposits   | 3,667                        | 4,214      |
| Prepaid rent  | (7,779 )                     | (8,814 )   |
| Net cash provided by operating activities   | 141,036                      | 108,867    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                              |            |
| Additions to investment property  | (147,476)                    | (104,112 ) |
| Property acquisitions   | (257,734)                    | —          |
| Proceeds from sales of real estate  | 81,707                       | 283,855    |
| Contributions to unconsolidated entities  | (1,071 )                     | (28,393 )  |
| Distributions from unconsolidated entities  | 14,893                       | —          |
| Deposit for property acquisitions   | —                            | (20,000 )  |
| Proceed from repayment of notes receivable  | —                            | 28,892     |
| Net cash (used in) provided by investing activities                                 | (309,681)                    | 160,242    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                              |            |
| Proceeds from notes payable   | 230,000                      | 677,000    |
| Payments of notes payable   | (321,270)                    | (597,416 ) |
| Proceeds from issuance of common units, net   | 647,509                      | 293,628    |
| Payment for redemption of common units  | (310,855)                    | (294,209 ) |
| Distributions paid to common unitholders  | (79,163 )                    | (59,119 )  |
| Distributions paid to preferred unitholders   | (318 )                       | (318 )     |
| Contributions from non-controlling member in consolidated entities                  | 3,870                        | 103        |
| Distributions to non-controlling member in consolidated entities                    | (14,591 )                    | (663 )     |

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|   |            |            |
|---|------------|------------|
| Payments to satisfy tax withholding   | (4,203 )   | (1,776 )   |
| Payments of loan costs  | —          | (1,334 )   |
| Net cash provided by financing activities   | 150,979    | 15,896     |
| Net (decrease) increase in cash and cash equivalents and restricted cash              | (17,666 )  | 285,005    |
| Cash and cash equivalents and restricted cash—beginning of period                     | 108,192    | 71,561     |
| Cash and cash equivalents and restricted cash—end of period                           | \$90,526   | \$356,566  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                              |            |            |
| Cash paid for interest including amounts capitalized                                  | \$42,462   | \$38,714   |
| <b>NON-CASH INVESTING ACTIVITIES:</b>   |            |            |
| Accounts payable and accrued liabilities for real estate investments                  | \$(3,427 ) | \$(8,866 ) |
| Reclassification of investment in unconsolidated entities for real estate investments | \$7,835    | \$—        |

The accompanying notes are an integral part of these consolidated financial statements.

14

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.

Notes to Unaudited Consolidated Financial Statements

(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

## 1. Organization

Hudson Pacific Properties, Inc. is a Maryland corporation formed on November 9, 2009 as a fully integrated, self-administered and self-managed real estate investment trust (“REIT”). Through its controlling interest in the operating partnership and its subsidiaries, Hudson Pacific Properties, Inc. owns, manages, leases, acquires and develops real estate, consisting primarily of office and media and entertainment properties. Unless otherwise indicated or unless the context requires otherwise, all references in these financial statements to the “Company” refer to Hudson Pacific Properties, Inc. together with its consolidated subsidiaries, including Hudson Pacific Properties, L.P. Unless otherwise indicated or unless the context requires otherwise, all references to “our operating partnership” or “the operating partnership” refer to Hudson Pacific Properties, L.P. together with its consolidated subsidiaries.

On April 1, 2015, the Company completed the acquisition of the EOP Northern California Portfolio (“EOP Acquisition”) from Blackstone Real Estate Partners V and VI (“Blackstone”). The EOP Acquisition consisted of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels located throughout the Northern California region. The total consideration paid for the EOP Acquisition before certain credits, proration and closing costs included a cash payment of \$1.75 billion and an aggregate of 63,474,791 shares of common stock of Hudson Pacific Properties, Inc. and common units in the operating partnership.

The Company’s portfolio consists of properties located throughout Northern and Southern California and the Pacific Northwest. The following table summarizes our portfolio as of June 30, 2017:

|  | Number of Properties | Square Feet (unaudited) |
|--|----------------------|-------------------------|
| Office properties:                     |                      |                         |
| Northern California <sup>(1)</sup>     | 29                   | 9,595,286               |
| Southern California <sup>(2)</sup>     | 16                   | 2,817,509               |
| Pacific Northwest <sup>(3)</sup>       | 7                    | 1,490,613               |
| Total Office properties                | 52                   | 13,903,408              |
| Media & Entertainment properties:      |                      |                         |
| Southern California <sup>(2)</sup>     | 3                    | 1,256,577               |
| Total Media & Entertainment properties | 3                    | 1,256,577               |
| Total                                  | 55                   | 15,159,985              |

<sup>(1)</sup> Includes the San Francisco, Redwood Shores, Palo Alto, Milpitas, North San Jose, San Mateo, Foster City and Santa Clara submarkets.

<sup>(2)</sup> Includes the Burbank, Hollywood, Torrance, West Los Angeles and Downtown Los Angeles submarkets.

<sup>(3)</sup> Includes the Lynnwood, South Lake Union and Pioneer Square submarkets.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The accompanying consolidated financial statements of the Company and the operating partnership are prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain information and

footnote disclosures required for annual financial statements have been condensed or excluded pursuant to SEC rules and regulations. Accordingly, the interim financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the accompanying interim financial statements reflect all adjustments of a normal and recurring nature that are considered necessary for a fair presentation of the results for the interim periods presented.

The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ended December 31, 2017. The interim consolidated financial statements should be read in conjunction with the

15

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

consolidated financial statements in the 2016 Annual Report on Form 10-K of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. and the notes thereto.

Certain amounts in the consolidated financial statements for the prior period have been reclassified to conform to the current period presentation. Specifically, in the Consolidated Balance Sheets for the prior period, certain amounts have been reclassified to held for sale. These amounts relate to 3402 Pico Boulevard, which was sold on March 21, 2017.

### Principles of Consolidation

The unaudited interim consolidated financial statements of the Company include the accounts of the Company, the operating partnership and all wholly owned subsidiaries and variable interest entities (“VIEs”), of which the Company is the primary beneficiary. The unaudited interim consolidated financial statements of the operating partnership include the accounts of the operating partnership, and all wholly owned subsidiaries and VIEs of which the operating partnership is the primary beneficiary. All intercompany balances and transactions have been eliminated in the consolidated financial statements.

The Company consolidates all VIEs of which the Company is considered the primary beneficiary. VIEs are defined as entities in which equity investors (i) do not have the characteristics of a controlling financial interest and/or (ii) do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The entity that consolidates a VIE is known as its primary beneficiary and is generally the entity with (i) the power to direct the activities that most significantly affect the VIE’s economic performance and (ii) the right to receive benefits from the VIE or the obligation to absorb losses of the VIE that could be significant to the VIE. Four of the Company’s joint ventures and its operating partnership meet the definition of a VIE. The Company is the primary beneficiary of and consolidates three of the joint ventures and the operating partnership. Refer to Note 16 for details. Substantially all of the assets and liabilities of the Company are related to these VIEs. As of June 30, 2017, the Company is not consolidating one of its joint ventures, of which it is not the primary beneficiary. As of December 31, 2016, the Company was not consolidating one of its joint ventures, of which it is not the primary beneficiary, and an interest in land. Due to its significant influence over non-consolidated entities, the Company accounts for them using the equity method of accounting. Refer to Note 7 for details.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of commitments and contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates, including those related to acquiring, developing and assessing the carrying values of its real estate properties, its accrued liabilities and its performance-based equity compensation awards. The Company bases its estimates on historical experience, current market conditions and various other assumptions that are believed to be reasonable under the circumstances. Actual results could materially differ from these estimates.

### Recently Issued Accounting Pronouncements

Changes to GAAP are established by the Financial Accounting Standards Board (the “FASB”) in the form of Accounting Standards Update (“ASU”). The following ASUs were adopted by the Company in 2017:

| Standard  | Description  | Effect on the Financial Statements or Other Significant Matters   |
|---|--|---|
| ASU 2017-04, Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment | This guidance removes step two from the goodwill impairment test. As a result, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. | The Company early adopted this guidance during the second quarter of 2017 and applied it prospectively. The adoption did not have an impact on the Company's consolidated financial statements. |

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

| Standard  | Description  | Effect on the Financial Statements or Other Significant Matters  |
|---|--|--|
| ASU 2017-03, Accounting Changes and Error Corrections (Topic 250) and Investments—Equity Method and Joint Ventures (Topic 323): Amendments to SEC Paragraphs Pursuant to Staff Announcements at the September 22, 2016 and November 17, 2016 EITF Meetings (SEC Update) | The guidance in this ASU is based on two SEC staff announcements made at the September 2016 and November 2016 EITF meetings. In the September meeting, the SEC announced that a registrant should disclose the potential material effects of the ASUs related to revenues, leases and credit losses on financial instruments. As a result of the November meeting, the ASU conforms Accounting Standards Codification (“ASC”) 323 to the guidance issued in ASU 2014-01 related to investments in qualified affordable housing projects. | The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. With the adoption, the Company provided updates on its implementation of the ASUs related to revenue, leases and credit losses on financial instruments. Please refer to sections below for updates on the implementation of revenue and lease ASUs. The ASU related to credit losses on financial instruments could have a material impact on trade receivables and the Company is currently assessing the impact of this ASU on its consolidated financial statements and notes to the consolidated financial statements. |
| ASU 2016-19, Technical Corrections and Improvements   | The technical corrections make minor change to certain aspects of the FASB ASC, including changes to resolve differences between current and pre-Codification guidance, updates to wording, references to avoid misapplication and textual simplifications to increase the Codification’s utility and understandability and minor amendments to guidance that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities.                                 | The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. The adoption did not have a material impact on the Company’s consolidated financial statements.   |
| ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)  | This guidance requires entities to include restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning of period and end of period total amounts shown on the statement of cash flows.   | The Company early adopted this guidance during the second quarter of 2017 and applied it retrospectively. Pursuant to the adoption, the Company revised the Consolidated Statement of Cash Flows and disclosed the reconciliation to the related captions in the Consolidated Balance Sheets in Note 19.   |
| ASU 2016-17, Consolidation (Topic 810): Interests Held through Related Parties That Are under Common Control  | This guidance outlines how a single decisionmaker of a VIE should treat indirect interests held through other related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE.  | The Company adopted this guidance during the first quarter of 2017 and applied it retrospectively. The adoption did not have a material impact on the Company’s consolidated financial statements  |

and did not change the consolidation conclusion.

This ASU clarifies how certain transactions should be classified in the statement of cash flows, including debt prepayment costs, contingent consideration payments made after a business combination and distributions received from equity method investments. The ASU provides two approaches to determine the classification of cash distributions received from equity method investments: (i) the “cumulative earnings” approach, under which distributions up to the amount of cumulative equity in earnings recognized will be classified as cash inflows from operating activities, and those in excess of that amount will be classified as cash inflows from investing activities and (ii) the “nature of the distribution” approach, under which distributions will be classified based on the nature of the underlying activity that generated cash distributions. The guidance requires a Company to elect either the “cumulative earnings” approach or the “nature of the distribution” approach at the time of adoption.

The Company early adopted this guidance during the second quarter of 2017 and applied it retrospectively. Pursuant to the adoption, the Company elected the “nature of the distribution” approach related to the distributions received from its equity method investments. The adoption did not have an impact on the Company’s Consolidated Statements of Cash Flows.

ASU 2016-15,  
Classification of Certain  
Cash Receipts and Cash  
Payments

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

| Standard   | Description   | Effect on the Financial Statements or Other Significant Matters   |
|--|---|---|
| ASU 2016-07, Investments—Equity Method and Joint Ventures (Topic 323), Simplifying the Transition to the Equity Method of Accounting | <p>The guidance eliminates the requirement that an investor retrospectively apply equity method accounting when an investment that it had accounted for by another method initially qualifies for use of the equity method. The guidance also requires an investor that has an available-for-sale security that subsequently qualifies for the equity method to recognize in net income the unrealized holding gains or losses in accumulated other comprehensive income related to that security when it begins applying the equity method. It is required to apply this guidance prospectively.</p> | <p>The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. The adoption did not have a material impact on the Company’s consolidated financial statements.</p> |
| ASU 2016-05, Derivatives and Hedging (Topic 815), Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships | <p>The guidance states that the novation of a derivative contract (e.g., a change in the counterparty) in a hedge accounting relationship does not, in and of itself, require de-designation of that hedge accounting relationship. The hedge accounting relationship could continue uninterrupted if all of the other hedge accounting criteria are met, including the expectation that the hedge will be highly effective when the creditworthiness of the new counterparty to the derivative contract is considered. Either a prospective or a modified retrospective approach can be applied.</p> | <p>The Company adopted this guidance during the first quarter of 2017 and applied it prospectively. The adoption did not have a material impact on the Company’s consolidated financial statements.</p> |

#### Update on ASC 606, Revenue from Contracts with Customers (“ASC 606”), implementation

On May 28, 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This guidance outlines a single comprehensive model for entities to use in accounting for revenues arising from contracts with customers and specifically notes that lease contracts with customers are a scope exception. FASB has subsequently issued other ASUs to amend and provide further guidance related to ASC 606. These ASUs are effective for annual reporting periods (including interim periods) beginning after December 15, 2017. Either the full retrospective basis (to the beginning of its contracts) or modified retrospective method (from the beginning of the latest fiscal year of adoption) is permitted.

The Company has formed an implementation team, completed training of the new standards with the implementation team and begun review and documentation. Additionally, the Company has developed a project plan and is in the process of refining the project plan. The Company has preliminarily identified three revenue streams. Two of these revenue streams will be accounted for under ASC 606 when it becomes effective on January 1, 2018. The remaining one revenue stream integral to the Company’s leasing revenues will be accounted for under ASC 606, effective with the adoption of ASC 842 on January 1, 2019. The Company plans on adopting ASC 606 on January 1, 2018 using the modified retrospective approach.

#### Update on ASC 842, Leases (“ASC 842”), implementation

On February 25, 2016, the FASB issued ASU 2016-02 to amend the accounting guidance for leases. Under this guidance, lessor can capitalize only those costs that are defined as initial direct costs. The Company anticipates that indirect leasing costs will be expensed as incurred. For lessee accounting, this guidance requires all lessees to record a lease liability at lease inception, with a corresponding right-of-use asset, except for short-term leases. ASC 842 also provides practical expedients that allow entities to not (i) reassess whether any expired or existing contracts are or contain leases; (ii) reassess the lease classification for any expired or existing leases; (iii) reassess initial direct costs for any existing leases. This ASU is effective for annual reporting periods (including interim periods) beginning after December 15, 2018. It is required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period presented in the consolidated financial statements.

The Company has formed an implementation team, completed training of the new standards with the implementation team and begun review and documentation. As a lessor, the Company will expense indirect leasing costs as incurred under the new guidance. During the three and six months ended June 30, 2017, the Company capitalized \$1.7 million and \$3.2 million of indirect leasing costs, respectively. The Company continues to evaluate the amounts of right-of-use asset and lease liability that will need to be recorded with respect to its ground leases where it is the lessee. As of June 30, 2017, the future undiscounted minimum lease payments under the Company's ground leases totaled \$458.2 million. The Company plans on adopting the standard on January 1, 2019 and expects to adopt using the practical expedience elections.



Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

#### Other recently issued ASUs

The Company considers the applicability and impact of all ASUs. The following table lists the recently issued ASUs that have not been disclosed in the Company's 2016 Annual Report on Form 10-K and have not been adopted by the Company. The list excludes those ASUs that are not expected to have a material impact on the Company's consolidated financial statements.

| Standard   | Description  | Effective Date   | Effect on the Financial Statements or Other Significant Matters  |
|--|--|--|--|
| ASU 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting   | The guidance clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. It is required to apply this guidance prospectively.   | Effective for annual reporting periods (including interim periods) beginning after December 15, 2017 | The Company does not currently expect a material impact of this ASU on its consolidated financial statements and notes to the consolidated financial statements. The Company plans to adopt this guidance during the first quarter in 2018.  |
| ASU 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets | The guidance updates the definition of an in substance nonfinancial asset and clarifies the scope of ASC 610-20 on the sale or transfer of nonfinancial assets to noncustomers, including partial sales. It also clarifies the derecognition guidance for nonfinancial assets to conform with the new revenue recognition standard. Either a full or modified retrospective approach can be applied. | Effective for annual reporting periods (including interim periods) beginning after December 15, 2017 | The Company currently expects that the adoption of this ASU could have a material impact on its consolidated financial statements; however, such impact will not be known until the Company disposes of any of its investments in real estate properties, which would all be sales of nonfinancial assets. The Company plans to adopt this guidance during the first quarter in 2018 and apply it using the modified retrospective approach. |

### 3. Investment in Real Estate

#### Acquisitions

The Company's acquisitions are accounted for using the acquisition method. The results of operations for each of these acquisitions are included in the Company's Consolidated Statements of Operations from the date of acquisition.

The Company assesses fair value based on Level 2 and Level 3 inputs within the fair value framework, which includes estimated cash flow projections that utilize appropriate discount, capitalization rates, renewal probability and available market information, which includes market rental rate and market rent growth rates. Estimates of future cash flows are based on a number of factors, including historical operating results, known and anticipated trends and market and economic conditions.

The fair value of tangible assets of an acquired property considers the value of the property as if it was vacant. The fair value of acquired “above- and below-” market leases are based on the estimated cash flow projections utilizing discount rates that reflect the risks associated with the leases acquired. The amount recorded is based on the present value of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management’s estimate of fair market lease rates for each in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the extended below-market term for any leases with below-market renewal options. Other intangible assets acquired include amounts for in-place lease values that are based on the Company’s evaluation of the specific characteristics of each tenant’s lease. Factors considered include estimates of carrying costs during hypothetical expected lease-up periods, market conditions and costs to execute similar leases. In estimating carrying costs, the Company includes estimates of lost rents at market rates during the hypothetical expected lease-up periods, which are dependent on local market conditions. In estimating costs to execute similar leases, the Company considers leasing commissions and legal and other related costs.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table summarizes the information on the acquisitions completed during the six months ended June 30, 2017:

| Property                                 | Submarket        | Segment                 | Date of Acquisition | Square Feet (unaudited) | Purchase Price <sup>(1)</sup> (in millions) |
|--|------------------|-------------------------|---------------------|-------------------------|---|
| Sunset Las Palmas Studios <sup>(2)</sup> | Hollywood        | Media and Entertainment | 5/1/2017            | 369,000                 | \$ 200.0                                    |
| 11601 Wilshire land <sup>(3)</sup>       | West Los Angeles | Office                  | 6/15/2017           | N/A                     | 50.0  |
| 6666 Santa Monica <sup>(4)</sup>         | Hollywood        | Media and Entertainment | 6/29/2017           | 4,150                   | 3.2   |
| Total acquisitions                       |                  |                         |                     | 373,150                 | \$ 253.2                                    |

(1) Represents purchase price before certain credits, proration and closing costs.

The property consists of stages, production office and support space on 15 acres near Sunset Gower Studios and Sunset Bronson Studios. The purchase price above does not include equipment purchased by the Company for \$2.8 million, which purchase was transacted separately from the studio acquisition. In April 2017, the Company drew \$150.0 million under the unsecured revolving credit facility to fund the acquisition.

On July 1, 2016 the Company purchased a partial interest in land held as a tenancy in common in conjunction with its acquisition of the 11601 Wilshire property. The land interest held as a tenancy in common was accounted for as an equity method investment. On June 15, 2017, the Company purchased the remaining interest which was re-measured and allocated to land and building.

(4) This parcel is adjacent to the Sunset Las Palmas Studios property.

The Company evaluated each acquisition to determine if the integrated set of assets and activities acquired meet the definition of a business and need to be accounted for as a business combination in accordance with ASC 805, Business Combinations. An integrated set of assets and activities would fail to qualify as a business if either (i) substantially all of the fair value of the gross assets acquired is concentrated in either a single identifiable asset or a group of similar identifiable assets or (ii) the integrated set of assets and activities is lacking, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs (i.e., revenue generated before and after the transaction). An acquired process is considered substantive if (i) the process includes an organized workforce (or includes an acquired contract that provides access to an organized workforce) that is skilled, knowledgeable and experienced in performing the process, (ii) the process cannot be replaced without significant cost, effort, or delay or (iii) the process is considered unique or scarce. These acquisitions did not meet the definition of a business and were therefore accounted for as asset acquisitions.

The following table represents the Company's final aggregate purchase price accounting, as of the respective acquisition dates, for each of the Company's acquisitions completed in the six months ended June 30, 2017:

|  | Sunset Las Palmas Studios <sup>(1)</sup> | 11601 Wilshire land | 6666 Santa Monica | Total      |
|--|--|---------------------|-------------------|------------|
| Investment in real estate, net                                       | \$ 202,723                               | \$ 50,034           | \$ 3,091          | \$ 255,848 |
| Deferred leasing costs and in-place lease intangibles <sup>(2)</sup> | 1,741                                    | —                   | 145               | 1,886      |
| Total asset assumed  | \$ 204,464                               | \$ 50,034           | \$ 3,236          | \$ 257,734 |

(1) The purchase price allocation includes equipment purchased by the Company of \$2.8 million.

(2) Represents weighted-average amortization period of 1.21 years.

#### Dispositions

The following table summarizes the properties sold during the six months ended June 30, 2017. These properties were non-strategic assets to the Company's portfolio:

| Property            | Date of Disposition | Square Feet<br>(unaudited) | Sales<br>Price <sup>(1)</sup> (in<br>millions) |
|---------------------|---------------------|----------------------------|--|
| 222 Kearny Street   | February 14, 2017   | 148,797                    | \$ 51.8  |
| 3402 Pico Boulevard | March 21, 2017      | 50,687                     | 35.0   |
| Total dispositions  |                     | 199,484                    | \$ 86.8  |

(1) Represents gross sales price before certain credits, prorations and closing costs.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The dispositions of these properties resulted in gains of \$16.9 million for the six months ended June 30, 2017. This amount is included in gains on sale of real estate in the Consolidated Statements of Operations. There were no dispositions for the three months ended June 30, 2017.

#### Held for Sale

The Company had two properties classified as held for sale as of December 31, 2016. Both properties were disposed of during the first quarter of 2017. The Company had no properties classified as held for sale as of June 30, 2017.

#### Impairment of Long-Lived Assets

No impairment indicators have been noted and the Company recorded no impairment charges for the six months ended June 30, 2017.

#### 4. Deferred Leasing Costs and Lease Intangibles, net

The following summarizes the Company's deferred leasing costs and lease intangibles as of:

|  | June 30,<br>2017 | December 31,<br>2016 |
|--|------------------|----------------------|
| Above-market leases  | \$21,881         | \$ 23,430            |
| Accumulated amortization                                   | (14,706 )        | (12,989 )            |
| Above-market leases, net                                   | 7,175            | 10,441               |
| Deferred leasing costs and in-place lease intangibles      | 371,813          | 378,540              |
| Accumulated amortization                                   | (161,756 )       | (145,551 )           |
| Deferred leasing costs and in-place lease intangibles, net | 210,057          | 232,989              |
| Below-market ground leases                                 | 71,210           | 71,423               |
| Accumulated amortization                                   | (6,170 )         | (4,891 )             |
| Below-market ground leases, net                            | 65,040           | 66,532               |
| Deferred leasing costs and lease intangible assets, net    | \$282,272        | \$ 309,962           |
| Below-market leases  | \$134,472        | \$ 141,676           |
| Accumulated amortization                                   | (69,018 )        | (62,552 )            |
| Below-market leases, net                                   | 65,454           | 79,124               |
| Above-market ground leases                                 | 1,095            | 1,095                |
| Accumulated amortization                                   | (111 )           | (89 )                |
| Above-market ground leases, net                            | 984              | 1,006                |
| Lease intangible liabilities, net                          | \$66,438         | \$ 80,130            |

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.

Notes to Unaudited Consolidated Financial Statements—(Continued)

(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The Company recognized the following amortization related to deferred leasing costs and lease intangibles:

|  | Three Months           |         | Six Months             |         |
|--|------------------------|---------|------------------------|---------|
|  | Ended June 30,<br>2017 | 2016    | Ended June 30,<br>2017 | 2016    |
| Above-market leases <sup>(1)</sup>                                   | \$1,911                | \$3,695 | \$3,267                | \$7,414 |
| Below-market leases <sup>(1)</sup>                                   | 6,584                  | 8,146   | 13,672                 | 16,716  |
| Deferred leasing costs and in-place lease intangibles <sup>(2)</sup> | 20,644                 | 22,098  | 40,437                 | 44,666  |
| Above-market ground leases <sup>(3)</sup>                            | 11                     | 11      | 22                     | 22      |
| Below-market ground leases <sup>(3)</sup>                            | 844                    | 546     | 1,492                  | 1,092   |

(1) Amortization is recorded in revenues in the Consolidated Statements of Operations.

(2) Amortization is recorded in depreciation and amortization expense and office rental revenues in the Consolidated Statements of Operations.

(3) Amortization is recorded in office operating expenses in the Consolidated Statements of Operations.

#### 5. Accounts Receivable, net

The Company's accounting policy and methodology used to estimate the allowance for doubtful accounts is discussed in the Company's 2016 Annual Report on Form 10-K. The following table summarizes the Company's accounts receivable, net of allowance for doubtful accounts as of:

|                                 | June 30, December 31, |          |
|---------------------------------|-----------------------|----------|
|                                 | 2017                  | 2016     |
| Accounts receivable             | \$5,857               | \$ 8,697 |
| Allowance for doubtful accounts | (1,769 )              | (1,845 ) |
| Accounts receivable, net        | \$4,088               | \$ 6,852 |

#### 6. Straight-line Rent Receivables, net

The Company's accounting policy and methodology used to estimate the allowance for doubtful accounts is discussed in the Company's 2016 Annual Report on Form 10-K. The following table represents the Company's straight-line rent receivables, net of allowance for doubtful accounts as of:

|                                     | June 30, December 31, |           |
|-------------------------------------|-----------------------|-----------|
|                                     | 2017                  | 2016      |
| Straight-line rent receivables      | \$93,210              | \$ 87,417 |
| Allowance for doubtful accounts     | (117 )                | (136 )    |
| Straight-line rent receivables, net | \$93,093              | \$ 87,281 |

#### 7. Investment in Unconsolidated Entities

Investment in unconsolidated real estate in which the Company has the ability to exercise significant influence (but not control) is accounted for under the equity method of investment. Under the equity method, the Company initially records the investment at cost and subsequently adjusts for equity in earnings or losses and cash contributions and distributions. The Company's net equity investment is reflected within investment in unconsolidated entities on the Consolidated Balance Sheets and the Company's share of net income or loss from the entity is included within other

income on the Consolidated Statements of Operations.

On June 16, 2016, the Company entered into a joint venture to co-originate a loan secured by land in Santa Clara, California. The Company holds a 21% interest in the joint venture. The assets of the joint venture consist of the notes receivable. The Company's investment in this joint venture was \$15.4 million and \$29.4 million as of June 30, 2017 and December 31, 2016, respectively, which represents the maximum exposure for loss for the Company. On June 13, 2017, the

22

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

Company received a return of capital of \$14.9 million. The joint venture meets the criteria of a VIE and the Company accounts for this investment under the equity method of accounting since the Company is not the primary beneficiary.

On July 1, 2016, the Company entered into an agreement with an unaffiliated third party related to the land on which its 11601 Wilshire property is located. The Company holds a 28% interest in the land held as a tenancy in common. The agreement does not meet the definition of a VIE and the Company accounts for its interest in the land held as a tenancy in common under the equity method of accounting. The Company's interest in the land was \$7.8 million as of December 31, 2016. On June 15, 2017, the Company purchased the remaining interest for \$50.0 million. See Note 3 for details. As a result of this transaction, \$7.8 million is included within land on the consolidated balance sheets.

#### 8. Goodwill

The Company's goodwill balance as of June 30, 2017 and December 31, 2016 was \$8.8 million. The Company does not amortize this asset but instead analyzes it on a quarterly basis for impairment. No impairment indicators have been noted during the six months ended June 30, 2017.

#### 9. Notes Payable, net

The following table summarizes the balances of the Company's indebtedness as of:

|  | June 30,<br>2017 | December 31,<br>2016 |
|--|------------------|----------------------|
| Notes payable                                | \$2,616,568      | \$2,707,839          |
| Deferred financing costs, net <sup>(1)</sup> | (17,788 )        | (19,829 )            |
| Notes payable, net                           | \$2,598,780      | \$2,688,010          |

<sup>(1)</sup> Excludes deferred financing costs related to establishing the Company's unsecured revolving credit facility of \$1.2 million and \$1.5 million as of June 30, 2017 and December 31, 2016, respectively, which are included in prepaid expenses and other assets, net in the Consolidated Balance Sheets.



## Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.

## Notes to Unaudited Consolidated Financial Statements—(Continued)

(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table sets forth information with respect to the amounts included in notes payable, net as of:

|  | June 30, 2017      |                               | December 31, 2016  |                               | Interest Rate <sup>(1)</sup> | Contractual Maturity Date |     |
|--|--------------------|-------------------------------|--------------------|-------------------------------|------------------------------|---------------------------|-----|
|  | Principal Amount   | Deferred Financing Costs, net | Principal Amount   | Deferred Financing Costs, net |                              |                           |     |
| <b>UNSECURED LOANS</b>   |                    |                               |                    |                               |                              |                           |     |
| Unsecured Revolving Credit Facility <sup>(2)</sup>                   | \$210,000          | \$—                           | \$300,000          | \$—                           | LIBOR+ 1.15% to 1.85%        | 4/1/2019                  | (3) |
| 5-Year Term Loan due April 2020 <sup>(2)(4)</sup>                    | 450,000            | (2,972 )                      | 450,000            | (3,513 )                      | LIBOR+ 1.30% to 2.20%        | 4/1/2020                  |     |
| 5-Year Term Loan due November 2020 <sup>(2)</sup>                    | 175,000            | (650 )                        | 175,000            | (745 )                        | LIBOR +1.30% to 2.20%        | 11/17/2020                |     |
| 7-Year Term Loan due April 2022 <sup>(2)(5)</sup>                    | 350,000            | (2,049 )                      | 350,000            | (2,265 )                      | LIBOR+ 1.60% to 2.55%        | 4/1/2022                  |     |
| 7-Year Term Loan due November 2022 <sup>(2)(6)</sup>                 | 125,000            | (852 )                        | 125,000            | (931 )                        | LIBOR +1.60% to 2.55%        | 11/17/2022                |     |
| Series A Notes   | 110,000            | (852 )                        | 110,000            | (930 )                        | 4.34%                        | 1/2/2023                  |     |
| Series E Notes   | 50,000             | (277 )                        | 50,000             | (300 )                        | 3.66%                        | 9/15/2023                 |     |
| Series B Notes   | 259,000            | (2,144 )                      | 259,000            | (2,271 )                      | 4.69%                        | 12/16/2025                |     |
| Series D Notes   | 150,000            | (851 )                        | 150,000            | (898 )                        | 3.98%                        | 7/6/2026                  |     |
| Series C Notes   | 56,000             | (515 )                        | 56,000             | (539 )                        | 4.79%                        | 12/16/2027                |     |
| <b>TOTAL UNSECURED LOANS</b>   | <b>1,935,000</b>   | <b>(11,162 )</b>              | <b>2,025,000</b>   | <b>(12,392 )</b>              |                              |                           |     |
| <b>MORTGAGE LOANS</b>  |                    |                               |                    |                               |                              |                           |     |
| Mortgage Loan secured by Rincon Center <sup>(7)</sup>                | 99,392             | (119 )                        | 100,409            | (198 )                        | 5.13%                        | 5/1/2018                  |     |
| Mortgage Loan secured by Sunset Gower Studios/Sunset Bronson Studios | 5,001              | (1,180 )                      | 5,001              | (1,534 )                      | LIBOR+2.25%                  | 3/4/2019                  | (3) |
| Mortgage Loan secured by Met Park North <sup>(8)</sup>               | 64,500             | (342 )                        | 64,500             | (398 )                        | LIBOR+1.55%                  | 8/1/2020                  |     |
| Mortgage Loan secured by 10950 Washington <sup>(7)</sup>             | 27,675             | (320 )                        | 27,929             | (354 )                        | 5.32%                        | 3/11/2022                 |     |
| Mortgage Loan secured by Pinnacle I <sup>(9)(10)</sup>               | 129,000            | (542 )                        | 129,000            | (593 )                        | 3.95%                        | 11/7/2022                 |     |
| Mortgage Loan secured by Element LA                                  | 168,000            | (2,190 )                      | 168,000            | (2,321 )                      | 4.59%                        | 11/6/2025                 |     |
| Mortgage Loan secured by Pinnacle II <sup>(10)</sup>                 | 87,000             | (682 )                        | 87,000             | (720 )                        | 4.30%                        | 6/11/2026                 |     |
| Mortgage Loan secured by Hill <sup>(11)</sup>                        | 101,000            | (1,251 )                      | 101,000            | (1,319 )                      | 3.38%                        | 11/6/2026                 |     |
| <b>TOTAL MORTGAGE LOANS</b>  | <b>681,568</b>     | <b>(6,626 )</b>               | <b>682,839</b>     | <b>(7,437 )</b>               |                              |                           |     |
| <b>TOTAL</b>   | <b>\$2,616,568</b> | <b>\$(17,788 )</b>            | <b>\$2,707,839</b> | <b>\$(19,829 )</b>            |                              |                           |     |

(1)

Interest rate with respect to indebtedness is calculated on the basis of a 360-day year for the actual days elapsed. Interest rates are as of June 30, 2017, which may be different than the interest rates as of December 31, 2016 for corresponding indebtedness.

- (2) The Company has the option to make an irrevocable election to change the interest rate depending on the Company's credit rating. As of June 30, 2017, no such election had been made.
- (3) The maturity date may be extended once for an additional one-year term.
- (4) Effective July 2016, \$300.0 million of the term loan has been effectively fixed at 2.75% to 3.65% per annum through the use of two interest rate swaps. See Note 10 for details.
- (5) Effective July 2016, the outstanding balance of the term loan has been effectively fixed at 3.36% to 4.31% per annum through the use of two interest rate swaps. See Note 10 for details.
  - (6) Effective June 1, 2016, the outstanding balance of the term loan has been effectively fixed at 3.03% to 3.98% per annum through the use of an interest rate swap. See Note 10 for details.
- (7) Monthly debt service includes annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.
- (8) This loan bears interest only. Interest on the full loan amount has been effectively fixed at 3.71% per annum through the use of an interest rate swap. See Note 10 for details.
  - (9) This loan bears interest only for the first five years. Beginning with the payment due December 6, 2017, monthly debt service will include annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.
- (10) The Company owns 65% of the ownership interests in the consolidated joint venture that owns the Pinnacle I and II properties. The full amount of the loan is shown.
  - (11) The Company owns 55% of the ownership interest in the consolidated joint venture that owns the Hill7 property. The full amount of the loan is shown. The maturity date of this loan can be extended for an additional two years at a higher interest rate and with principal amortization.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

### Indebtedness

The Company presents its financial statements on a consolidated basis. Notwithstanding such presentation, except to the extent expressly indicated, such as in the case of the project financing for Sunset Gower Studios and Sunset Bronson Studios, the Company's separate property-owning subsidiaries are not obligors of the debt of their respective affiliates and each property-owning subsidiary's separate liabilities do not constitute obligations of its respective affiliates.

Loan agreements include events of default that the Company believes are usual for loan and transactions of this type. As of the date of this filing, there have been no events of default associated with the Company's loans.

The following table summarizes the minimum future principal payments due (before the impact of extension options, if applicable) on the operating partnership's secured and unsecured notes payable as of June 30, 2017:

| Year           | Annual<br>Principal<br>Payments |
|----------------|---------------------------------|
| Remaining 2017 | \$1,443                         |
| 2018           | 101,157                         |
| 2019           | 217,886                         |
| 2020           | 692,493                         |
| 2021           | 3,142                           |
| Thereafter     | 1,600,447                       |
| Total          | \$2,616,568                     |

### Unsecured Revolving Credit Facility

The operating partnership's unsecured revolving credit facility is amended from time to time. The terms of the arrangement are more fully described in the Company's 2016 Annual Report on Form 10-K. The Company uses the unsecured revolving credit facility to finance the acquisition of other properties, to provide funds for tenant improvements and capital expenditures and to provide for working capital and other corporate purposes. The following table summarizes the balance and key terms of the unsecured revolving credit facility as of:

|  | June 30,<br>2017         | December 31,<br>2016 |
|--|--------------------------|----------------------|
| Outstanding borrowings                   | \$210,000                | \$ 300,000           |
| Remaining borrowing capacity             | 190,000                  | 100,000              |
| Total borrowing capacity                 | \$400,000                | \$ 400,000           |
| Interest rate <sup>(1)</sup>             | LIBOR+ 1.15% to<br>1.85% |                      |
| Facility fee-annual rate <sup>(1)</sup>  | 0.20% or 0.35%           |                      |
| Contractual maturity date <sup>(2)</sup> | 4/1/2019                 |                      |

(1) The rate is based on the operating partnership's leverage ratio.

(2) The maturity date may be extended once for an additional one-year term.

### Debt Covenants

The operating partnership's ability to borrow under its unsecured loan arrangements remains subject to ongoing compliance with financial and other covenants as defined in the respective agreements. Certain financial covenant ratios are subject to change in the occurrence of material acquisitions as defined in the respective agreements. Other covenants include certain limitations on dividend payouts and distributions, limits on certain types of investments outside of the operating partnership's primary business and other customary affirmative and negative covenants.

25

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table summarizes existing covenants and their covenant levels, when considering the most restrictive terms:

| Covenant Ratio                      | Covenant Level       |
|-------------------------------------|----------------------|
| Leverage ratio                      | maximum of 0.60:1.00 |
| Unencumbered leverage ratio         | maximum of 0.60:1.00 |
| Fixed charge coverage ratio         | minimum of 1.50:1.00 |
| Secured indebtedness leverage ratio | maximum of 0.45:1.00 |
| Unsecured interest coverage ratio   | minimum of 2.00:1.00 |

The operating partnership was in compliance with its financial covenants as of June 30, 2017.

#### Repayment Guarantees

##### Sunset Gower Studios and Sunset Bronson Studios Loan

In connection with the loan secured by the Sunset Gower Studios and Sunset Bronson Studios properties, the Company has guaranteed in favor of and promised to pay to the lender 19.5% of the principal payable under the loan in the event the borrower, a wholly-owned entity of the operating partnership, does not do so. As of June 30, 2017, the outstanding balance was \$5.0 million, which results in a maximum guarantee amount for the principal under this loan of \$1.0 million. Furthermore, the Company agreed to guarantee the completion of the construction improvements, including tenant improvements, as defined in the agreement, in the event of any default of the borrower. If the borrower fails to complete the remaining required work, the guarantor agrees to perform timely all of the completion obligations, as defined in the agreement. As of the date of this filing, there has been no event of default associated with this loan.

#### Other Loans

Although the rest of the operating partnership's loans are secured and non-recourse, the operating partnership provides limited customary secured debt guarantees for items such as voluntary bankruptcy, fraud, misapplication of payments and environmental liabilities.

#### Interest Expense

The following table represents a reconciliation from the gross interest expense to the amount of the interest expense line item in the Consolidated Statements of Operations:

|  | Three Months   |          | Six Months Ended |          |
|--|----------------|----------|------------------|----------|
|  | Ended June 30, |          | June 30,         |          |
|  | 2017           | 2016     | 2017             | 2016     |
| Gross interest expense <sup>(1)</sup>                          | \$23,047       | \$19,179 | \$46,238         | \$38,185 |
| Capitalized interest   | (2,539 )       | (2,828 ) | (4,986 )         | (5,454 ) |
| Amortization of deferred financing costs and loan premium, net | 1,187          | 1,263    | 2,373            | 2,134    |
| Interest expense   | \$21,695       | \$17,614 | \$43,625         | \$34,865 |

(1)Includes interest on the Company's notes payable and hedging activities.

#### 10. Derivative Instruments

The Company enters into derivative instruments in order to hedge interest rate risk. The Company had six interest rate swaps with aggregate notional amounts of \$839.5 million as of June 30, 2017 and December 31, 2016. These derivative instruments were designated as effective cash flow hedges for accounting purposes. There is no impact on the Company's Consolidated Statements of Cash Flows.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The Company's derivative instruments are classified as Level 2 and their fair values are derived from estimated values obtained from observable market data for similar instruments.

#### 5-Year Term Loan due April 2020 and 7-Year Term Loan due April 2022

On April 1, 2015, the Company effectively hedged \$300.0 million of the 5-Year Term Loan due April 2020 through two interest rate swaps, each with a notional amount of \$150.0 million, which, effective as of May 1, 2015, swapped one-month LIBOR to a fixed rate of 1.36% through the loan's maturity. Therefore, the interest rate is effectively fixed at 2.66% to 3.56%, depending on the operating partnership's leverage ratio. The unhedged portion bears interest at a rate equal to one-month LIBOR plus 1.30% to 2.20%, depending on the operating partnership's leverage ratio.

The Company also effectively hedged its \$350.0 million 7-Year Term Loan due April 2022 through two interest rate swaps, which, effective as of May 1, 2015, swapped one-month LIBOR to a fixed rate of 1.61% through the loan's maturity. Therefore, the interest rate is effectively fixed at 3.21% to 4.16% depending on the operating partnership's leverage ratio.

In July 2016, the derivative instruments described above were amended to include a 0.00% floor to one-month LIBOR and then de-designated the original swap and designated the amended swap as a hedge in order to minimize the ineffective portion of the original derivative instruments. Therefore, the effective interest rate increased to a range of 2.75% to 3.65% with respect to \$300.0 million of the 5-Year Term Loan due April 2020 and 3.36% to 4.31% with respect to the 7-year Term Loan due April 2022, in each case, per annum. The interest rate within the range is based on the operating partnership's leverage ratio. The amount included in accumulated other comprehensive income (loss) prior to the de-designation is amortized into interest expense over the remaining original terms of the derivative instruments.

For the three and six months ended June 30, 2017, the Company recognized an unrealized loss of \$51 thousand and \$45 thousand, respectively, on the Consolidated Statement of Operations related to the ineffective portion of these derivative instruments. For the three and six months ended June 30, 2016, the Company recognized an unrealized loss of \$0.4 million and \$2.5 million, respectively.

#### 7-Year Term Loan due November 2022

On May 3, 2016, the Company entered into a derivative instrument with respect to \$125.0 million of the 7-Year Term Loan due November 2022. This derivative instrument became effective on June 1, 2016 and swapped one-month LIBOR, which includes a 0.00% floor, to a fixed rate of 1.43% through the loan's maturity.

#### Met Park North

On July 31, 2013, the Company closed a seven-year loan totaling \$64.5 million with Union Bank, N.A., secured by the Met Park North property. The loan bears interest at a rate equal to one-month LIBOR plus 1.55%. The full loan is subject to an interest rate contract that swaps one-month LIBOR to a fixed rate of 2.16% through the loan's maturity on August 1, 2020.

#### Overall

The fair market value of derivative instruments is presented on a gross basis in the Consolidated Balance Sheets. The derivative assets as of June 30, 2017 and December 31, 2016 were \$5.9 million and \$5.9 million, respectively. The derivative liabilities as of June 30, 2017 and December 31, 2016 were \$1.0 million and \$1.3 million, respectively.

The Company reclassifies into earnings in the same period during which the hedged forecasted transaction affects earnings. As of June 30, 2017, the Company expects \$1.9 million of unrealized loss included in accumulated other comprehensive loss will be reclassified to interest expense in the next 12 months.

#### 11. Income Taxes

Hudson Pacific Properties, Inc. has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), commencing with its taxable year ended December 31, 2010. Provided that it continues to qualify for taxation as a REIT, Hudson Pacific Properties, Inc. is generally not subject to corporate level income tax on the earnings



distributed currently to its stockholders. The Company has elected, together with one of its subsidiaries, to treat such subsidiary as a taxable REIT subsidiary (“TRS”) for federal income tax purposes.

The Company’s property-owning subsidiaries are limited liability companies and are treated as pass-through entities or disregarded entities (or, in the case of the entities that own the 1455 Market Street and Hill7 properties, REITs) for federal income tax purposes. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements for the activities of these entities.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of June 30, 2017, the Company has not established a liability for uncertain tax positions.

The Company and its TRS file income tax returns with the U.S. federal government and various state and local jurisdictions. The Company and its TRS are no longer subject to tax examinations by tax authorities for years prior to 2012. Generally, the Company has assessed its tax positions for all open years, which include 2012 to 2016, and concluded that there are no material uncertainties to be recognized.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

## 12. Future Minimum Lease Payments

The following table summarizes the Company's ground lease terms related to properties that are held subject to long-term noncancellable ground lease obligations:

| Property                        | Expiration Date | Notes   |
|---------------------------------|-----------------|---|
| 3400 Hillview                   | 10/31/2040      | The ground rent is the greater of the minimum annual rent or percentage annual rent. The minimum annual rent until October 31, 2017 is the lesser of 10% of Fair Market Value ("FMV") of the land or \$1.0 million grown at 75% of the cumulative increases in consumer price index ("CPI") from October 1989. Thereafter, minimum annual rent is the lesser of 10% of FMV of the land or the minimum annual rent as calculated as of November 1, 2017 plus 75% of subsequent cumulative CPI changes. Percentage annual rent is gross income multiplied by 24.125%. This lease has been prepaid through October 31, 2017. |
| 9300 Wilshire Clocktower Square | 8/14/2032       | The ground rent is the greater of minimum annual rent or percentage annual rent. Percentage annual rent is gross income multiplied by 6%.   |
| Del Amo Office                  | 9/26/2056       | The ground rent is minimum annual rent (adjusted every 10 years) plus 25% of adjusted gross income ("AGI") less minimum annual rent. Rent under the ground sublease is \$1.00 per year, with the sublessee being responsible for all impositions, insurance premiums, operating charges, maintenance charges, construction costs and other charges, costs and expenses that arise or may be contemplated under any provisions of the ground sublease.   |
| Foothill Research Center        | 6/30/2049       | The ground rent is the greater of the minimum annual rent or percentage annual rent. The minimum annual rent is the lesser of 10% of FMV of the land or the previous year's minimum annual rent plus 75% of CPI increase. Percentage annual rent is gross income multiplied by 24.125%.   |
| Lockheed                        | 6/30/2039       | The ground rent is the greater of the minimum annual rent or percentage annual rent. The minimum annual rent is the lesser of 10% of FMV of the land or the previous year's minimum annual rent plus 75% of CPI increase. Percentage annual rent is Lockheed's base rent multiplied by 24.125%.   |
| Metro Center                    | 7/31/2040       | Every 10 years rent adjusts to 7.233% of FMV of the land (since 2008) and adjusts to reflect the change in CPI from the preceding FMV adjustment date (since 2013).   |
| Page Mill Center                | 4/29/2054       | The ground rent is minimum annual rent (adjusted on 1/1/2019 and 1/1/2029) plus 25% of AGI, less minimum annual rent.   |
| Page Mill Hill                  | 11/30/2041      | The ground rent is minimum annual rent (adjusted every 10 years) plus 60% of the average of the percentage annual rent for the previous 7 lease years.  |
| Palo Alto Square Sunset         | 11/17/2049      | The ground rent is minimum annual rent (adjusted every 10 years starting 1/1/2022) plus 25% of AGI less minimum annual rent.  |
| Gower Studios                   | 11/30/2045      | Every 7 years rent adjusts to 7.5% of FMV of the land.  |
| Techmart Commerce Center        | 3/31/2060       | Subject to a 10% increase every 5 years.  |

Contingent rental expense is recorded in the period in which the contingent event becomes probable. The Company recognized rent for ground leases and a corporate office lease as follows:

|                           | Three Months   |                | Six Months     |                |
|---------------------------|----------------|----------------|----------------|----------------|
|                           | Ended June 30, | Ended June 30, | Ended June 30, | Ended June 30, |
|                           | 2017           | 2016           | 2017           | 2016           |
| Contingent rental expense | \$1,650        | \$2,110        | \$3,834        | \$4,447        |
| Minimum rental expense    | 3,055          | 3,497          | 6,251          | 6,994          |

29

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table provides information regarding the Company's future minimum lease payments for its ground leases (before the impact of extension options, if applicable) as of June 30, 2017:

| Year           | Ground<br>Leases <sup>(1)</sup> |
|----------------|---------------------------------|
| Remaining 2017 | \$6,385                         |
| 2018           | 14,063                          |
| 2019           | 14,113                          |
| 2020           | 14,113                          |
| 2021           | 14,113                          |
| Thereafter     | 395,386                         |
| Total          | \$458,173                       |

In situations where ground lease obligation adjustments are based on third-party appraisals of fair market land (1) value, CPI adjustments and/or percentage of gross income that exceeds the minimum annual rent, the future minimum lease amounts above include the lease rental obligations in effect as of June 30, 2017.

### 13. Fair Value of Financial Instruments

The GAAP fair value framework uses a three-tiered approach. Fair value measurements are classified and disclosed in one of the following three categories:

Level 1: unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2: quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and

Level 3: prices or valuation techniques where little or no market data is available that require inputs that are both significant to the fair value measurement and unobservable.

The Company measures fair value of financial instruments using Level 2 inputs categorized within the fair value framework. The Company's financial assets and liabilities measured and reported at fair value on a recurring basis include the following as of:

|                        | June 30, 2017 |         |         | December 31, 2016 |         |         |
|------------------------|---------------|---------|---------|-------------------|---------|---------|
|                        | Level 1       | Level 2 | Total   | Level 1           | Level 2 | Total   |
| Derivative assets      | \$—           | \$5,858 | \$5,858 | \$—               | \$5,935 | \$5,935 |
| Derivative liabilities | —             | 987     | 987     | —                 | 1,303   | 1,303   |

### Other Financial Instruments

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities are reasonable estimates of fair value, using Level 1 inputs, because of the short-term nature of these instruments. Fair values for notes payable are estimates based on rates currently prevailing for similar instruments of similar maturities using Level 2 inputs. The table below represents the carrying value and fair value of the Company's

notes payable as of:

|  | June 30, 2017  |             | December 31, 2016 |             |
|--|----------------|-------------|-------------------|-------------|
|  | Carrying Value | Fair Value  | Carrying Value    | Fair Value  |
| Unsecured notes payable <sup>(1)</sup> | \$1,935,000    | \$1,921,880 | \$2,025,000       | \$2,011,210 |
| Secured notes payable <sup>(1)</sup>   | 681,568        | 669,651     | 682,839           | 669,924     |

<sup>(1)</sup> Amounts represent notes payable excluding net deferred financing costs.

30

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

#### 14. Stock-Based Compensation

The Company has various stock compensation arrangements, which are more fully described in the 2016 Annual Report on Form 10-K. Under the 2010 Incentive Plan, as amended (the “2010 Plan”), the Company’s board of directors (the “Board”) has the ability to grant, among other things, restricted stock, restricted stock units and performance-based awards.

The Board awards restricted shares to non-employee board members on an annual basis as part of such board members’ annual compensation and to newly elected non-employee board members in accordance with the Board compensation program. The time-based awards are generally issued in the second quarter and the individual share awards vest in equal annual installments over the applicable service vesting period, which is three years.

The Board awards time-based restricted shares to employees on an annual basis as part of the employees’ annual compensation. The time-based awards are generally issued in the fourth quarter and the individual share awards vest in equal annual installments over the applicable service vesting period, which is generally three years. Additionally, certain restricted share awards are subject to a mandatory holding period upon vesting if the grantee is a named executive officer.

In December 2015, the Compensation Committee of the Board awarded a one-time special retention award to certain executives. The grants consist of time-based awards and performance-based awards. The time-based awards vest in equal 25% installments over four years, subject to the participant’s continued employment. The performance-based awards vest over a four-year period, subject to the achievement of applicable performance goals and the participant’s continued employment.

The Compensation Committee of the Board annually adopts a Hudson Pacific Properties, Inc. Outperformance Program (“OPP Plan”) under the 2010 Plan. An award under the OPP Plan is ultimately earned to the extent the Company outperforms a predetermined total shareholder return (“TSR”) goal and/or achieves goals with respect to the outperformance of its peers in a particular REIT index. The ultimate aggregate award cannot exceed the predetermined maximum bonus pool. With respect to OPP Plan awards granted prior to 2017, to the extent an award is earned following the completion of a three-year performance period, 50% of the earned award will vest in full at the end of the three-year performance period and 25% of the earned award will vest in equal annual installments over the two years thereafter, subject to the participant’s continued employment. OPP Plan awards granted are settled in common stock or, in the case of certain executives, in performance units in the operating partnership. In February 2017, the Compensation Committee adopted the 2017 OPP Plan. The 2017 OPP Plan is substantially similar to the previous OPP Plans except for (i) the performance period is January 1, 2017 to December 31, 2019 (ii) the maximum bonus pool is \$20.0 million and (iii) the two-year post-performance vesting period was replaced with a two-year mandatory holding period upon vesting.

The per unit fair value of 2017 OPP award granted was estimated on the date of grant using the following assumptions in the Monte Carlo valuation:

|   | Assumption |
|---|------------|
| Expected price volatility for the Company               | 24.00%     |
| Expected price volatility for the particular REIT index | 17.00%     |
| Risk-free rate  | 1.47%      |
| Dividend yield  | 2.30%      |

The following table presents the classification and amount recognized for stock-based compensation related to the Company's awards:

|                                | Three Months        |                     | Six Months          |                     | Consolidated Financial Statement Classification  |
|--------------------------------|---------------------|---------------------|---------------------|---------------------|--|
|                                | Ended June 30, 2017 | Ended June 30, 2016 | Ended June 30, 2017 | Ended June 30, 2016 |  |
| Expensed stock compensation    | \$3,886             | \$3,301             | \$7,788             | \$6,643             | General and administrative expenses  |
| Capitalized stock compensation | 219                 | 106                 | 418                 | 188                 | Deferred leasing costs and lease intangibles, net and tenant improvements                  |
| Total stock compensation       | \$4,105             | \$3,407             | \$8,206             | \$6,831             | Additional paid-in capital and non-controlling interest—units in the operating partnership |

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

## 15. Earnings Per Share

## Earnings Per Share of Hudson Pacific Properties, Inc.

Hudson Pacific Properties, Inc. calculates basic earnings per share by dividing the net income available to common stockholders for the period by the weighted average number of common shares outstanding during the period. Hudson Pacific Properties, Inc. calculates diluted earnings per share by dividing the diluted net income available to common stockholders for the period by the weighted average number of common shares and dilutive instruments outstanding during the period using the treasury stock method or the if-converted method, whichever is more dilutive. Unvested time-based RSUs and unvested OPP awards that contain nonforfeitable rights to dividends are participating securities and are included in the computation of earnings per share pursuant to the two-class method. The following table reconciles the numerator and denominator in computing Hudson Pacific Properties, Inc.'s basic and diluted earnings per share for net income available to common stockholders:

|   | Three Months<br>Ended June 30, |          | Six Months Ended<br>June 30, |             |
|---|--------------------------------|----------|------------------------------|-------------|
|   | 2017                           | 2016     | 2017                         | 2016        |
| Numerator:  |                                |          |                              |             |
| Net income  | \$6,954                        | \$ 4,035 | \$31,107                     | \$ 10,011   |
| Income attributable to preferred units                                    | (159 )                         | (159 )   | (318 )                       | (318 )      |
| Income attributable to participating securities                           | (255 )                         | (196 )   | (495 )                       | (393 )      |
| Income attributable to non-controlling interest in consolidated entities  | (2,974 )                       | (2,396 ) | (6,011 )                     | (4,341 )    |
| Income attributable to non-controlling units of the operating partnership | (13 )                          | (445 )   | (215 )                       | (1,867 )    |
| Basic and diluted net income available to common stockholders             | \$3,553                        | \$ 839   | \$24,068                     | \$ 3,092    |
| Denominator:  |                                |          |                              |             |
| Basic weighted average common shares outstanding                          | 155,290,559                    | 145,496  | 151,640,852                  | 168,432     |
| Effect of dilutive instruments <sup>(1)</sup>                             | 805,044                        | 850,000  | 791,044                      | 832,000     |
| Diluted weighted average common shares outstanding                        | 156,095,603                    | 146,346  | 152,431,896                  | 170,000,432 |
| Basic earnings per common share   | \$0.02                         | \$ 0.01  | \$0.16                       | \$ 0.03     |
| Diluted earnings per common share   | \$0.02                         | \$ 0.01  | \$0.16                       | \$ 0.03     |

The Company includes unvested awards and convertible common units as contingently issuable shares in the computation of diluted earnings per share once the market criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted earnings per share calculation.

## Earnings Per Share of Hudson Pacific Properties, L.P.

Hudson Pacific Properties, L.P. calculates basic earnings per share by dividing the net income available to common unitholders for the period by the weighted average number of common units outstanding during the period. Hudson Pacific Properties, L.P. calculates diluted earnings per share by dividing the diluted net income available to common unitholders for the period by the weighted average number of common units and dilutive instruments outstanding during the period using the treasury stock method or the if-converted method, whichever is more dilutive. Unvested time-based RSUs and unvested OPP awards that contain nonforfeitable rights to dividends are participating securities and are included in the computation of earnings per unit pursuant to the two-class method. The following table reconciles the numerator and denominator in computing Hudson Pacific Properties, L.P.'s basic and diluted earnings per unit for net income available to common unitholders:





Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

|  | Three Months Ended<br>June 30, |             | Six Months Ended<br>June 30, |             |
|--|--------------------------------|-------------|------------------------------|-------------|
|  | 2017                           | 2016        | 2017                         | 2016        |
| Numerator:   |                                |             |                              |             |
| Net income   | \$6,954                        | \$ 4,035    | \$31,107                     | \$ 10,011   |
| Income attributable to preferred units                                   | (159 )                         | (159 )      | (318 )                       | (318 )      |
| Income attributable to participating securities                          | (255 )                         | (196 )      | (495 )                       | (393 )      |
| Income attributable to non-controlling interest in consolidated entities | (2,974 )                       | (2,396 )    | (6,011 )                     | (4,341 )    |
| Basic and diluted net income available to common unitholders             | \$3,566                        | \$ 1,284    | \$24,283                     | \$ 4,959    |
| Denominator:   |                                |             |                              |             |
| Basic weighted average common units outstanding                          | 155,859,045                    | 155,549,363 | 152,647,051                  | 151,518,523 |
| Effect of dilutive instruments <sup>(1)</sup>                            | 805,044                        | 850,000     | 791,045                      | 832,000     |
| Diluted weighted average common units outstanding                        | 156,664,089                    | 156,399,363 | 153,438,106                  | 152,350,523 |
| Basic earnings per common unit   | \$0.02                         | \$ 0.01     | \$0.16                       | \$ 0.03     |
| Diluted earnings per common unit   | \$0.02                         | \$ 0.01     | \$0.16                       | \$ 0.03     |

The operating partnership includes unvested awards as contingently issuable units in the computation of diluted (1) earnings per unit once the market criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted earnings per unit calculation.

## 16. Equity

The table below presents the effect of the Company's derivative instruments on accumulated other comprehensive income ("OCI"):

|   | Hudson Pacific<br>Properties, Inc.<br>Stockholders' Equity | Non-controlling<br>Interest—Units<br>in the<br>Operating<br>Partnership | Total<br>Equity |
|---|--|---|-----------------|
| Balance at January 1, 2017  | \$ 9,496   | \$ (3,618 )   | \$5,878         |
| Unrealized loss recognized in OCI due to change in fair value                       | (2,833 )   | (3 )  | (2,836 )        |
| Loss reclassified from OCI into income (as interest expense)                        | 2,919  | 21  | 2,940           |
| Net change in OCI related to derivative instruments                                 | 86   | 18  | 104             |
| Reclassification related to redemption of common units in the operating partnership | (3,622 )   | 3,622   | —               |
| Balance at June 30, 2017  | \$ 5,960   | \$ 22   | \$5,982         |

## Non-controlling Interests

### Common units in the operating partnership

Common units of the operating partnership and shares of common stock of the Company have essentially the same economic characteristics, as they share equally in the total net income or loss distributions of the operating partnership. Investors who own common units have the right to cause the operating partnership to repurchase any or all of their common units for cash equal to the then-current market value of one share of common stock or, at the Company's election, issue shares of the Company's common stock in exchange for common units on a one-for-one

basis.

33

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Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

The following table summarizes the ownership of common units, excluding unvested restricted units as of:

|  | June 30, 2017 | December 31,<br>2016 |   |  |
|--|---------------|----------------------|---|--|
| Company-owned common units in the operating partnership                  | 155,301,850   | 136,492,235          |   |  |
| Company's ownership interest percentage                                  | 99.6          | % 93.5               | % |  |
| Non-controlling common units in the operating partnership <sup>(1)</sup> | 569,045       | 9,450,620            |   |  |
| Non-controlling ownership interest percentage <sup>(1)</sup>             | 0.4           | % 6.5                | % |  |

<sup>(1)</sup> Represents common units held by certain of the Company's executive officers and directors, certain of their affiliates and other outside investors.

On January 10, 2017, common unitholders required the operating partnership to repurchase 8,881,575 common units and the Company elected, in accordance with the limited partnership agreement of the operating partnership, to settle in cash to satisfy the repurchase. The Company funded the repurchase using the proceeds from a registered underwritten public offering of common stock.

Performance units are partnership interests in the operating partnership. Each performance unit awarded will be deemed equivalent to an award of one share of common stock under the 2010 Plan, reducing the availability for other equity awards on a one-for-one basis. Under the terms of the performance units, the operating partnership will revalue its assets for tax purposes upon the occurrence of certain specified events and any increase in valuation from the time of grant until such event will be allocated first to the holders of performance units to equalize the capital accounts of such holders with the capital accounts of common unitholders. Subject to any agreed upon exceptions, once vested and having achieved parity with common unitholders, performance units are convertible into common units in the operating partnership on a one-for-one basis.

The operating partnership meets the criteria of a VIE and the Company is the primary beneficiary of the operating partnership.

Non-controlling interest—members in consolidated entities

The Company has an interest in a joint venture with Media Center Partners, LLC (the "Pinnacle JV"). The Pinnacle JV owns the Pinnacle, a two-building (Pinnacle I and Pinnacle II), 625,640-square-foot office property located in Burbank, California. The Company initially owned a 98.25% interest in the Pinnacle JV. Beginning June 2013, the Company owns a 65% interest in the Pinnacle JV.

In January 2015, the Company entered into a joint venture with Canada Pension Plan Investment Board, ("CPPIB") through which CPPIB purchased a 45% interest in the 1455 Market Street office property located in San Francisco, California, for a purchase price of \$219.2 million (before certain credits, proration and closing costs). The Company owns a 55% interest in the 1455 Market Street office property.

In October 2016, the Company entered into another joint venture with CPPIB to purchase the Hill7 office property located in Seattle, Washington for a purchase price of \$179.8 million (before credits, prorations and closing costs). The Company owns a 55% interest in the Hill7 office property.

These joint ventures, of which the Company is the primary beneficiary, meet the criteria of a VIE.

6.25% Series A cumulative redeemable preferred units of the operating partnership

There are 407,066 Series A preferred units of partnership interest in the operating partnership, or Series A preferred units, which are not owned by the Company. These Series A preferred units are entitled to preferential distributions at a rate of 6.25% per annum on the liquidation preference of \$25.00 per unit and became convertible at the option of the holder into common units or redeemable into cash or, at the Company's election, exchangeable for registered shares of common stock after June 29, 2013. For a description of the conversion and redemption rights of the Series A preferred units, please see "Description of the Partnership Agreement of Hudson Pacific Properties, L.P.—Material Terms of Our Series A Preferred Units" in the Company's June 23, 2010 Prospectus.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

#### Common Stock Activity

On January 10, 2017, the Company completed a public offering of 8,881,575 shares of common stock of Hudson Pacific Properties, Inc. Proceeds from the offering were used to repurchase common units in the operating partnership.

On March 3, 2017, the Company completed another public offering of 9,775,000 shares of common stock. Proceeds from the offering were used to fully repay a \$255.0 million balance outstanding under its unsecured revolving credit facility, with the remaining proceeds used for general corporate purposes.

The Company's at-the-market, or ATM, program permits sales of up to \$125.0 million of common stock. The Company did not utilize the ATM program during the six months ended June 30, 2017. A cumulative total of \$20.1 million has been sold as of June 30, 2017.

#### Share repurchase program

On January 20, 2016, the Board authorized a share repurchase program to buy up to \$100.0 million of the outstanding common stock of Hudson Pacific Properties, Inc. No share repurchases have been made as of June 30, 2017.

#### Dividends

During the second quarter of 2017, the Company declared dividends on its common stock and non-controlling interest in common units in the operating partnership of \$0.250 per share and unit. The Company also declared dividends on its Series A preferred units of \$0.3906 per unit. The second quarter dividends were paid on June 30, 2017 to stockholders and unitholders of record on June 20, 2017.

#### Taxability of Dividends

Earnings and profits, which determine the taxability of distributions to stockholders, may differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of loss on extinguishment of debt, revenue recognition and compensation expense and in the basis of depreciable assets and estimated useful lives used to compute depreciation.

#### 17. Related Party Transactions

##### Employment Agreements

The Company has entered into employment agreements with certain executive officers, effective January 1, 2016, that provide for various severance and change in control benefits and other terms and conditions of employment.

##### Lease and Subsequent Purchase of Corporate Headquarters from Blackstone

On July 26, 2006, the Company's predecessor, Hudson Capital, LLC, entered into a lease agreement and subsequent amendments with landlord Trizec Holdings Cal, LLC (an affiliate of Blackstone) for the Company's corporate headquarters at 11601 Wilshire Boulevard. The Company amended the lease to increase its occupancy to 40,120 square feet commencing on September 1, 2015. On December 16, 2015, the Company entered into an amendment of that lease to expand the space to approximately 42,371 square feet and to extend the term by an

additional three years, to a total of ten years, through August 31, 2025. On July 1, 2016, the Company purchased the 11601 Wilshire property from affiliates of Blackstone for \$311.0 million (before credits, prorations and closing costs).

JMG Capital Lease at 11601 Wilshire

JMG Capital Management LLC leases approximately 6,638 square feet at the Company's 11601 Wilshire property pursuant to an eight-year lease at an aggregate rate of approximately \$279 thousand annualized rent per year. Jonathan M. Glaser, a director on the Board, is the founder and managing member of JMG Capital Management LLC. JMG Capital Management LLC was a tenant of the property at the time it was purchased by the Company.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
Notes to Unaudited Consolidated Financial Statements—(Continued)  
(Unaudited, tabular amounts in thousands, except square footage and share/unit data)

### 222 Kearny Street Disposition

On February 14, 2017, the Company sold its 222 Kearny Street property to a joint venture, a partner of which is an affiliate of the Farallon Funds. Richard B. Fried, a director on the Board, is a managing member of the Farallon Funds.

### Agreements Related to EOP Acquisition

On April 1, 2015, the Company completed the EOP Acquisition from certain affiliates of Blackstone, which consisted of 26 high-quality office assets totaling approximately 8.2 million square feet and two development parcels located throughout the San Francisco Peninsula, Redwood Shores, Palo Alto, Silicon Valley and North San Jose submarkets. The total consideration paid for the EOP Acquisition before certain credits, prorations and closing costs included a cash payment of \$1.75 billion and an aggregate of 63,474,791 shares of common stock of Hudson Pacific Properties, Inc. and common units in the operating partnership. In connection with the EOP Acquisition, the Company, the operating partnership and Blackstone entered into a stockholders agreement, which conferred Blackstone certain rights, including the right to nominate up to three of the Company's directors. Additionally, the Company entered into a registration rights agreement with Blackstone providing for customary registration rights with respect to the equity consideration paid in the EOP Acquisition. Following a common stock offering and common unit repurchase on January 10, 2017, the stockholders agreement and the registration rights agreement automatically terminated on that date.

### Common Stock Offerings and Common Unit Redemptions

On January 10, 2017, the Company, Blackstone and the Farallon Funds completed a public offering of 18,673,808 shares of common stock, consisting of 8,881,575 shares offered by the Company and 9,792,233 shares offered by the selling stockholders. The offering generated net proceeds for the Company and the selling stockholders of approximately \$310.9 million and \$342.7 million, respectively, before expenses. The Company used the net proceeds that it received from the offering to redeem 8,881,575 common units held by Blackstone and the Farallon Funds.

The Company did not receive any proceeds from the sale of the common stock by the selling stockholders in the offerings described above but it paid approximately half of the expenses of the offerings with respect to the shares of common stock sold by the Farallon Funds and all of the expenses with respect to the shares of common stock sold by Blackstone, in each case, other than underwriting discounts, which were borne by the selling stockholders.

## 18. Commitments and Contingencies

### Legal

From time to time, the Company is party to various lawsuits, claims and other legal proceedings arising out of, or incident to, the ordinary course of business. Management believes, based in part upon consultation with legal counsel, that the ultimate resolution of all such claims will not have a material adverse effect on the Company's results of operations, financial position or cash flows. As of June 30, 2017, the risk of material loss from such legal actions impacting the Company's financial condition or results from operations has been assessed as remote.

### Concentrations



As of June 30, 2017, the majority of the Company's properties were located in California, which exposes the Company to greater economic risks than if it owned a more geographically dispersed portfolio.

A significant portion of the Company's rental revenue is derived from tenants in the media and entertainment and technology industries. As of June 30, 2017, approximately 17.2% and 26.4% of rentable square feet were related to the media and entertainment and technology industries, respectively.

As of June 30, 2017, the Company's 15 largest tenants represented approximately 23.2% of its rentable square feet and no single tenant accounted for more than 10%.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.  
 Notes to Unaudited Consolidated Financial Statements—(Continued)  
 (Unaudited, tabular amounts in thousands, except square footage and share/unit data)

#### Letters of Credit

As of June 30, 2017, the Company has an outstanding letter of credit totaling approximately \$2.0 million under the unsecured revolving credit facility. The letter of credit is related to utility company security deposit requirements.

#### 19. Cash Flow Reconciliation

Restricted cash primarily consists of amounts held by lenders to fund reserves such as capital improvements, taxes, insurance, debt service and operating expenditures. Pursuant to the adoption of ASU 2016-18, the Company included restricted cash with cash and cash equivalents in the Consolidated Statements of Cash Flows, which resulted in an increase of \$1.2 million in the net cash provided by operating activities line item in the Consolidated Statements of Cash Flows for the six months ended June 30, 2016. The following table provides a reconciliation of cash and cash equivalents and restricted cash at the beginning and end of the periods presented:

|                           | Six Months Ended |           |
|---------------------------|------------------|-----------|
|                           | June 30,         |           |
|                           | 2017             | 2016      |
| Beginning of period:      |                  |           |
| Cash and cash equivalents | \$83,015         | \$53,551  |
| Restricted cash           | 25,177           | 18,010    |
| Total                     | \$108,192        | \$71,561  |
| End of period:            |                  |           |
| Cash and cash equivalents | \$73,242         | \$337,400 |
| Restricted cash           | 17,284           | 19,166    |
| Total                     | \$90,526         | \$356,566 |

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Certain written and oral statements made or incorporated by reference from time to time by us or our representatives in this Quarterly Report on Form 10-Q, other filings or reports filed with the SEC, press releases, conferences, or otherwise, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, as amended, and Section 21E of the Exchange Act). In particular, statements relating to our liquidity and capital resources, portfolio performance and results of operations contain forward-looking statements. Furthermore, all of the statements regarding future financial performance (including anticipated funds from operations, or FFO, market conditions and demographics) are forward-looking statements. We are including this cautionary statement to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any such forward-looking statements. We caution investors that any forward-looking statements presented in this Quarterly Report on Form 10-Q, or that management may make orally or in writing from time to time, are based on management's beliefs and assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "result" and expressions that do not relate solely to historical matters are intended to identify forward-looking statements. Such statements are subject to risks, uncertainties and assumptions and may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We expressly disclaim any responsibility to update forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which were based on results and trends at the time they were made, to anticipate future results or trends. Additional information concerning these and other risks and uncertainties is contained in our other periodic filings with the SEC.

Some of the risks and uncertainties that may cause our actual results, performance, liquidity or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

- adverse economic or real estate developments in our target markets;
- general economic conditions;
- defaults on, early terminations of or non-renewal of leases by tenants;
- fluctuations in interest rates and increased operating costs;
- our failure to obtain necessary outside financing or maintain an investment grade rating;
- our failure to generate sufficient cash flows to service our outstanding indebtedness and maintain dividend payments;
  - lack or insufficient amounts of insurance;
- decreased rental rates or increased vacancy rates;
- difficulties in identifying properties to acquire and completing acquisitions;

our failure to successfully operate acquired properties and operations;

our failure to maintain our status as a REIT;

environmental uncertainties and risks related to adverse weather conditions and natural disasters;

financial market fluctuations;

38

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- risks related to acquisitions generally, including the diversion of management's attention from ongoing business operations and the impact on customers, tenants, lenders, operating results and business;

- the inability to successfully integrate acquired properties, realize the anticipated benefits of acquisitions or capitalize on value creation opportunities;

- changes in real estate and zoning laws and increases in real property tax rates; and

- other factors affecting the real estate industry generally.

Additionally, we operate in a highly competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

#### Historical Results of Operations

This Quarterly Report on Form 10-Q of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. represents an update to the more detailed and comprehensive disclosures included in the 2016 Annual Report on Form 10-K of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. Accordingly, you should read the following discussion in conjunction with the information included in our 2016 Annual Report on Form 10-K, as well as the unaudited financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

In addition, some of the statements and assumptions in this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act or Section 21E of the Exchange Act, including, in particular, statements about our plans, strategies and prospects as well as estimates of industry growth for the quarter and beyond. See "Forward-Looking Statements."

## Overview

The following table identifies the properties in our portfolio as of June 30, 2017:

| Properties  | Acquisition Date     | Acquisition/Estimated Square Feet | Consideration Paid (in thousands) |
|---|----------------------|-----------------------------------|-----------------------------------|
| Predecessor properties:   |                      |                                   |                                   |
| 875 Howard Street   | 2/15/2007            | 286,270                           | \$ —                              |
| Sunset Gower Studios  | 8/17/2007            | 545,673                           | —                                 |
| Sunset Bronson Studios  | 1/30/2008            | 308,026                           | —                                 |
| Technicolor Building <sup>(1)</sup>   | 6/1/2008             | 114,958                           | —                                 |
| Properties acquired after IPO:  |                      |                                   |                                   |
| Del Amo Office  | 8/13/2010            | 113,000                           | 27,327                            |
| 9300 Wilshire   | 8/24/2010            | 61,224                            | 14,684                            |
| 1455 Market Street <sup>(2)</sup>   | 12/16/2010           | 1,025,833                         | 92,365                            |
| Rincon Center   | 12/16/2010           | 580,850                           | 184,571                           |
| 10950 Washington  | 12/22/2010           | 159,024                           | 46,409                            |
| 604 Arizona   | 7/26/2011            | 44,260                            | 21,373                            |
| 275 Brannan Street  | 8/19/2011            | 54,673                            | 12,370                            |
| 625 Second Street   | 9/1/2011             | 138,080                           | 57,119                            |
| 6922 Hollywood  | 11/22/2011           | 205,523                           | 92,802                            |
| 6050 Sunset Blvd. & 1445 N. Beachwood Drive   | 12/16/2011           | 20,032                            | 6,502                             |
| 10900 Washington  | 4/5/2012             | 9,919                             | 2,605                             |
| 901 Market Street   | 6/1/2012             | 206,199                           | 90,871                            |
| Element LA  | 9/5/2012             | 247,545                           | 88,436                            |
| 1455 Gordon Street  | 9/21/2012            | 5,921                             | 2,385                             |
| Pinnacle I <sup>(3)</sup>   | 11/8/2012            | 393,777                           | 209,504                           |
| 3401 Exposition   | 5/22/2013            | 63,376                            | 25,722                            |
| Pinnacle II <sup>(3)</sup>  | 6/14/2013            | 230,000                           | 136,275                           |
| Seattle Portfolio (83 King Street, 505 First Avenue, Met Park North and Northview Center) | 7/31/2013            | 844,980                           | 368,389                           |
| 1861 Bundy  | 9/26/2013            | 36,492                            | 11,500                            |
| Merrill Place   | 2/12/2014            | 193,153                           | 57,034                            |
| EOP Northern California Portfolio (see table on next page for property list)              | 4/1/2015             | 7,120,686                         | 3,489,541                         |
| 4th & Traction <sup>(4)</sup>   | 5/22/2015            | 120,937                           | 49,250                            |
| MaxWell (formerly known as 405 Mateo) <sup>(5)</sup>                                      | 8/17/2015            | 83,285                            | 40,000                            |
| 11601 Wilshire <sup>(6)</sup>   | 7/1/2016 & 6/15/2017 | 500,475                           | 361,000                           |
| Hill <sup>(7)</sup>   | 10/7/2016            | 285,680                           | 179,800                           |
| Page Mill Hill  | 12/12/2016           | 182,676                           | 150,000                           |
| Sunset Las Palmas Studios (includes 6666 Santa Monica)                                    | 5/1/2017 & 6/29/2017 | 373,150                           | 203,200                           |
| Development properties <sup>(8)</sup> :   |                      |                                   |                                   |
| Icon <sup>(9)</sup>   | N/A                  | 325,757                           | N/A                               |
| CUE <sup>(10)</sup>   | N/A                  | 91,953                            | N/A                               |
| 450 Alaskan Way <sup>(11)</sup>   | N/A                  | 166,800                           | N/A                               |
| Total   |                      | 15,140,187                        | \$ 6,021,034                      |

(1) We acquired this property in August 2007 and the development was completed in June 2008.

- (2) We own a 55% joint venture interest in the 1455 Market Street property as of January 2015.
- (3) We own a 65% joint venture interest in the Pinnacle I and Pinnacle II properties as of June 2013.
- (4) This development was completed in the second quarter of 2017 and is estimated to be stabilized in the third quarter of 2018.
- (5) We estimate this development will be completed in the fourth quarter of 2018 and is estimated to be stabilized in the second quarter of 2019.
- (6) We acquired the building and partial interest in the land on July 1, 2016 and acquired the remaining interest in the land on June 15, 2017.
- (7) We own a 55% joint venture interest in the Hill7 property as of October 2016.

40

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- (8) The development properties were included within acquisitions above.
- (9) This development was completed in the fourth quarter of 2016 and was stabilized in the second quarter of 2017.
- (10) We estimate this development will be completed in the third quarter of 2017 and is estimated to be stabilized in the second quarter of 2019.
- (11) We estimate this development will be completed in the fourth quarter of 2017 and is estimated to be stabilized in the second quarter of 2018.

The following table identifies the properties we own as of June 30, 2017 that were acquired as part of the EOP Acquisition:

| Properties               | Acquisition<br>Square<br>Feet |
|--------------------------|-------------------------------|
| 1740 Technology          | 206,876                       |
| 2180 Sand Hill Road      | 45,613                        |
| 333 Twin Dolphin Plaza   | 182,789                       |
| 3400 Hillview            | 207,857                       |
| 555 Twin Dolphin Plaza   | 198,936                       |
| Campus Center            | 471,580                       |
| Clocktower Square        | 100,344                       |
| Concourse                | 944,386                       |
| Embarcadero Place        | 197,402                       |
| Foothill Research Center | 195,376                       |
| Gateway                  | 609,093                       |
| Lockheed                 | 42,899                        |
| Metro Center             | 730,215                       |
| Metro Plaza              | 456,921                       |
| Page Mill Center         | 176,245                       |
| Palo Alto Square         | 328,251                       |
| Peninsula Office Park    | 510,789                       |
| Shorebreeze              | 230,932                       |
| Skyport Plaza            | 418,086                       |
| Skyway Landing           | 247,173                       |
| Techmart Commerce Center | 284,440                       |
| Towers at Shore Center   | 334,483                       |
| Total                    | 7,120,686                     |



The following table identifies the properties that were disposed through June 30, 2017:

| Properties              | Disposition Date | Square Feet | Sales Price <sup>(1)</sup> (in millions) |
|-------------------------|------------------|-------------|--|
| City Plaza              | 7/12/2013        | 333,922     | \$ 56.0                                  |
| Tierrasanta             | 7/16/2014        | 112,300     | 19.5                                     |
| First Financial         | 3/6/2015         | 223,679     | 89.0                                     |
| Bay Park Plaza          | 9/29/2015        | 260,183     | 90.0                                     |
| Bayhill Office Center   | 1/14/2016        | 554,328     | 215.0                                    |
| Patrick Henry Drive     | 4/7/2016         | 70,520      | 19.0                                     |
| One Bay Plaza           | 6/1/2016         | 195,739     | 53.4                                     |
| 12655 Jefferson         | 11/4/2016        | 100,756     | 80.0                                     |
| 222 Kearny Street       | 2/14/2017        | 148,797     | 51.8                                     |
| 3402 Pico Boulevard     | 3/21/2017        | 50,687      | 35.0                                     |
| Total <sup>(2)(3)</sup> |                  | 2,050,911   | \$ 708.7                                 |

(1) Represents gross sales price before certain credits, prorations and closing costs.

(2) Excludes the disposition of 45% interest in 1455 Market Street office property on January 7, 2015.

(3) Excludes our sale of an option to acquire land at 9300 Culver on December 6, 2016.

All amounts and percentages used in this discussion of our results of operations are calculated using the numbers presented in the financial statements contained in Part I, Item 1 of this Quarterly Report rather than the rounded numbers appearing in this discussion. The dollar amounts included in the tables in this discussion of our results of operations are presented in thousands.

Comparison of the three months ended June 30, 2017 to the three months ended June 30, 2016

### Net Operating Income

We evaluate performance based upon property net operating income (“NOI”) from continuing operations. NOI is not a measure of operating results or cash flows from operating activities or cash flows as measured by GAAP and should not be considered an alternative to income from continuing operations, as an indication of our performance, or as an alternative to cash flows as a measure of liquidity, or our ability to make distributions. All companies may not calculate NOI in the same manner. We consider NOI to be a useful performance measure to investors and management because when compared across periods, NOI reflects the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing a perspective not immediately apparent from income from continuing operations. We calculate NOI as net income (loss) excluding corporate general and administrative expenses, depreciation and amortization, impairments, gains/losses on sales of real estate, interest expense, acquisition-related expenses and other non-operating items. We define NOI as operating revenues (including rental revenues, other property-related revenue, tenant recoveries and other operating revenues), less property-level operating expenses (which includes external management fees, if any, and property-level general and administrative expenses). NOI on a cash basis is NOI on a GAAP basis, adjusted to exclude the effect of straight-line rent and other non-cash adjustments required by GAAP. We believe that NOI on a cash basis is helpful to investors as an additional measure of operating performance because it eliminates straight-line rent and other non-cash adjustments to revenue and expenses.

Management further analyzes NOI by evaluating the performance from the following property groups:

Same-Store properties, which includes all of the properties owned and included in our stabilized portfolio as of April 1, 2016 and still owned and included in the stabilized portfolio as of June 30, 2017;

Non-Same-Store properties, development projects, redevelopment properties and lease-up properties as of June 30, 2017 and other properties not owned or not in operation from April 1, 2016 through June 30, 2017.

The following table reconciles net income to NOI:

|  | Three Months Ended |          |          |         |
|--|--------------------|----------|----------|---------|
|  | June 30,           |          | Dollar   | Percent |
|  | 2017               | 2016     | Change   | Change  |
| Net income   | \$6,954            | \$4,035  | \$2,919  | 72.3 %  |
| Adjustments:   |                    |          |          |         |
| Interest expense   | 21,695             | 17,614   | 4,081    | 23.2    |
| Interest income  | (16)               | (73)     | 57       | (78.1)  |
| Unrealized loss on ineffective portion of derivative instruments | 51                 | 384      | (333)    | (86.7)  |
| Acquisition-related expenses                                     | —                  | 61       | (61)     | (100.0) |
| Other income   | (576)              | (47)     | (529)    | 1,125.5 |
| Gains on sale of real estate                                     | —                  | (2,163)  | 2,163    | (100.0) |
| Income from operations   | 28,108             | 19,811   | 8,297    | 41.9    |
| Adjustments:   |                    |          |          |         |
| General and administrative                                       | 14,506             | 13,016   | 1,490    | 11.4    |
| Depreciation and amortization                                    | 75,415             | 66,108   | 9,307    | 14.1    |
| NOI  | \$118,029          | \$98,935 | \$19,094 | 19.3 %  |
| Same-Store NOI   | \$82,701           | \$74,924 | \$7,777  | 10.4 %  |

|                    |           |          |          |      |   |
|--------------------|-----------|----------|----------|------|---|
| Non-Same-Store NOI | 35,328    | 24,011   | 11,317   | 47.1 |   |
| NOI                | \$118,029 | \$98,935 | \$19,094 | 19.3 | % |

43

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The following table summarizes certain statistics of our Same-Store Office and Media and Entertainment properties:

|  | Three Months<br>Ended June 30, |           |
|--|--------------------------------|-----------|
|  | 2017                           | 2016      |
| Same-Store Office statistics:              |                                |           |
| Number of properties                       | 34                             | 34        |
| Rentable square feet                       | 8,466,955                      | 8,466,955 |
| Ending % leased                            | 95.4 %                         | 96.5 %    |
| Ending % occupied                          | 94.8 %                         | 95.1 %    |
| Average % occupied for the period          | 94.7 %                         | 94.3 %    |
| Average annual rental rate per square foot | \$41.52                        | \$40.51   |

Same-Store Media and Entertainment statistics:

|                                   |         |         |
|-----------------------------------|---------|---------|
| Number of properties              | 2       | 2       |
| Rentable square feet              | 879,652 | 879,652 |
| Average % occupied for the period | 89.9 %  | 85.3 %  |

The following table gives further detail on our NOI:

|  | Three Months Ended June 30, |                |           | 2016       |                |           |
|--|-----------------------------|----------------|-----------|------------|----------------|-----------|
|  | 2017                        | 2016           |           | 2016       | 2015           |           |
|  | Same-Store                  | Non-Same-Store | Total     | Same-Store | Non-Same-Store | Total     |
| Revenues                                 |                             |                |           |            |                |           |
| Office                                   |                             |                |           |            |                |           |
| Rental                                   | \$85,823                    | \$ 47,779      | \$133,602 | \$82,770   | \$ 35,277      | \$118,047 |
| Tenant recoveries                        | 19,582                      | 5,456          | 25,038    | 17,703     | 3,600          | 21,303    |
| Parking and other                        | 6,037                       | 2,175          | 8,212     | 4,011      | 1,039          | 5,050     |
| Total Office revenues                    | 111,442                     | 55,410         | 166,852   | 104,484    | 39,916         | 144,400   |
| Media & Entertainment                    |                             |                |           |            |                |           |
| Rental                                   | 7,109                       | 1,996          | 9,105     | 6,857      | —              | 6,857     |
| Tenant recoveries                        | 64                          | 65             | 129       | 213        | —              | 213       |
| Other property-related revenue           | 3,054                       | 1,307          | 4,361     | 2,810      | —              | 2,810     |
| Other                                    | 47                          | 6              | 53        | 41         | —              | 41        |
| Total Media & Entertainment revenues     | 10,274                      | 3,374          | 13,648    | 9,921      | —              | 9,921     |
| Total revenues                           | 121,716                     | 58,784         | 180,500   | 114,405    | 39,916         | 154,321   |
| Operating Expenses                       |                             |                |           |            |                |           |
| Office operating expenses                | 34,080                      | 21,388         | 55,468    | 33,186     | 15,905         | 49,091    |
| Media & Entertainment operating expenses | 4,935                       | 2,068          | 7,003     | 6,295      | —              | 6,295     |
| Total operating expenses                 | 39,015                      | 23,456         | 62,471    | 39,481     | 15,905         | 55,386    |
| Office NOI                               | 77,362                      | 34,022         | 111,384   | 71,298     | 24,011         | 95,309    |
| Media & Entertainment NOI                | 5,339                       | 1,306          | 6,645     | 3,626      | —              | 3,626     |
| NOI                                      | \$82,701                    | \$ 35,328      | \$118,029 | \$74,924   | \$ 24,011      | \$98,935  |



The following table gives further detail on our change to NOI:

|  | Three Months Ended June 30, 2017 as compared to<br>Three Months Ended June 30, 2016 |               |                 |               |                 |               |
|--|---|---------------|-----------------|---------------|-----------------|---------------|
|  | Same-Store  |               | Non-Same-Store  |               | Total           |               |
|  | Dollar  | Percent       | Dollar          | Percent       | Dollar          | Percent       |
|  | Change  | Change        | Change          | Change        | Change          | Change        |
| <b>Revenues</b>                          |   |               |                 |               |                 |               |
| <b>Office</b>                            |   |               |                 |               |                 |               |
| Rental                                   | \$3,053   | 3.7 %         | \$12,502        | 35.4 %        | \$15,555        | 13.2 %        |
| Tenant recoveries                        | 1,879   | 10.6          | 1,856           | 51.6          | 3,735           | 17.5          |
| Parking and other                        | 2,026   | 50.5          | 1,136           | 109.3         | 3,162           | 62.6          |
| Total Office revenues                    | 6,958   | 6.7           | 15,494          | 38.8          | 22,452          | 15.5          |
| <b>Media &amp; Entertainment</b>         |   |               |                 |               |                 |               |
| Rental                                   | 252   | 3.7           | 1,996           | 100.0         | 2,248           | 32.8          |
| Tenant recoveries                        | (149)   | (70.0)        | 65              | 100.0         | (84)            | (39.4)        |
| Other property-related revenue           | 244   | 8.7           | 1,307           | 100.0         | 1,551           | 55.2          |
| Other                                    | 6   | 14.6          | 6               | 100.0         | 12              | 29.3          |
| Total Media & Entertainment revenues     | 353   | 3.6           | 3,374           | 100.0         | 3,727           | 37.6          |
| <b>Total revenues</b>                    | <b>7,311</b>  | <b>6.4</b>    | <b>18,868</b>   | <b>47.3</b>   | <b>26,179</b>   | <b>17.0</b>   |
| <b>Operating expenses</b>                |   |               |                 |               |                 |               |
| Office operating expenses                | 894   | 2.7           | 5,483           | 34.5          | 6,377           | 13.0          |
| Media & Entertainment operating expenses | (1,360)   | (21.6)        | 2,068           | 100.0         | 708             | 11.2          |
| Total operating expenses                 | (466)   | (1.2)         | 7,551           | 47.5          | 7,085           | 12.8          |
| <b>Office NOI</b>                        | <b>6,064</b>  | <b>8.5</b>    | <b>10,011</b>   | <b>41.7</b>   | <b>16,075</b>   | <b>16.9</b>   |
| <b>Media &amp; Entertainment NOI</b>     | <b>1,713</b>  | <b>47.2</b>   | <b>1,306</b>    | <b>100.0</b>  | <b>3,019</b>    | <b>83.3</b>   |
| <b>NOI</b>                               | <b>\$7,777</b>  | <b>10.4 %</b> | <b>\$11,317</b> | <b>47.1 %</b> | <b>\$19,094</b> | <b>19.3 %</b> |

NOI increased \$19.1 million, or 19.3%, for the three months ended June 30, 2017 as compared to the three months ended June 30, 2016, primarily resulting from:

A \$6.1 million, or 8.5%, increase in NOI from our Same-Store Office properties resulted primarily from increased rental revenues relating to leases signed at our 1455 Market Street (Uber Technologies, Inc.), Rincon Center (Salesforce.com), 625 Second Street (Github and Blue Jeans Network, Inc.) and Skyport Plaza (Qualcomm, Inc.) properties at a higher rate than expiring leases. In addition, parking and other revenues increased due to lease termination fees related to our Campus Center and 901 Market properties. The increase was partially offset by a reduction in rental revenues at our Towers at Shore Center (Weil, Gotshal & Manges LLP) property due to a lease renewal at market rates lower than the expiring rate and a one-time GAAP straight-line rent write-off at our 901 Market (NerdWallet) property.

A \$10.0 million, or 41.7%, increase in NOI from our Non-Same-Store Office properties resulted primarily from increased rental revenues relating to the commencement of Netflix's lease at our Icon property, higher rents and occupancy at our Metro Center (Qualys, Inc. and BrightEdge) property and a number of acquisitions in 2016, which include 11601 Wilshire (acquired July 2016), Hill7 (acquired October 2016) and Page Mill Hill (acquired December 2016), collectively referred to as the "2016 Acquisitions." The increase was partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project, and the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

A \$1.7 million, or 47.2%, increase in NOI from our Same-Store Media and Entertainment properties resulted primarily from higher rental revenues and lower operating expenses. The change was driven by increase in occupancy and production at Sunset Bronson Studios, partially offset by a reduction in utilities, bad debt reserve and security expenses at Sunset Bronson Studios.

45

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A \$1.3 million, or 100.0%, increase in NOI from our Non-Same-Store Media and Entertainment property resulted from our acquisition of Sunset Las Palmas Studios in May 2017.

#### Office NOI

##### Same-Store

Same-Store Office rental revenues increased \$3.1 million, or 3.7%, to \$85.8 million for the three months ended June 30, 2017 compared to \$82.8 million for the three months ended June 30, 2016. The increase was primarily due to leases signed at our 1455 Market Street (Uber Technologies, Inc), Rincon (Salesforce.com), 625 Second Street (Github and Blue Jeans Network, Inc.) and Skyport Plaza (Qualcomm, Inc.) properties at a higher rate than expiring leases. The increase was partially offset by a reduction in rental revenues at our Towers at Shore Center (Weil, Gotshal & Manges LLP) property due to a lease renewal at market rates lower than the expiring rate and a one-time GAAP straight-line rent write-off at our 901 Market (NerdWallet) property.

Same-Store Office tenant recoveries increased \$1.9 million, or 10.6%, to \$19.6 million for three months ended June 30, 2017 compared to \$17.7 million for the three months ended June 30, 2016. The increase was primarily due to higher recoveries at our 1455 Market property, partially offset by lower recoveries from our Tower at Shore Center property.

Same-Store Office parking and other revenues increased \$2.0 million, or 50.5%, to \$6.0 million for the three months ended June 30, 2017 compared to \$4.0 million for the three months ended June 30, 2016. The increase was primarily due to lease termination fees related to our Campus Center and 901 Market properties.

Same-Store Office operating expenses of \$34.1 million for the three months ended June 30, 2017 remained relatively flat as compared to \$33.2 million for the three months ended June 30, 2016.

##### Non-Same-Store

Non-Same-Store Office rental revenues increased by \$12.5 million, or 35.4%, to \$47.8 million for the three months ended June 30, 2017 compared to \$35.3 million for the three months ended June 30, 2016. The increase was primarily due to rental revenues relating to the commencement of Netflix's lease at our Icon property, higher rents and occupancy at our Metro Center (Qualys, Inc. and BrightEdge) property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties. In addition, the increase was partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project.

Non-Same-Store Office tenant recoveries increased \$1.9 million, or 51.6%, to \$5.5 million for three months ended June 30, 2017 compared to \$3.6 million for the three months ended June 30, 2016. The increase was primarily due the commencement of Netflix's lease at our Icon property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

Non-Same-Store Office parking and other revenues increased \$1.1 million, or 109.3%, to \$2.2 million for the three months ended June 30, 2017 compared to \$1.0 million for the three months ended June 30, 2016. The increase was primarily due to the commencement of Netflix's lease at our Icon property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

Non-Same-Store Office operating expenses increased by \$5.5 million, or 34.5%, to \$21.4 million for the three months ended June 30, 2017 compared to \$15.9 million for the three months ended June 30, 2016. The increase was primarily



due to the 2016 Acquisitions and increased costs at our Metro Center property and the commencement of Netflix's lease at our Icon property, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties. In addition, the increase was partially offset by lower expenses from our 604 Arizona property, which was taken off-line for a redevelopment project.

## Media & Entertainment NOI

### Same-Store

Same-Store Media and Entertainment revenues increased by \$0.4 million, or 3.6%, to \$10.3 million for the three months ended June 30, 2017 compared to \$9.9 million for the three months ended June 30, 2016. The activity was primarily related to an increase in other property-related revenues by \$0.2 million to \$3.1 million for the three months ended June 30, 2017 primarily due to unusually high production activity at Sunset Bronson Studios. Rental revenues of \$7.1 million for the three months ended June 30, 2017 remained relatively flat as compared to \$6.9 million for the three months ended June 30, 2016. Tenant recoveries of \$0.1 million for the three months ended June 30, 2017 remained relatively flat as compared to \$0.2 million for the three months ended June 30, 2016.

Same-Store Media and Entertainment operating expenses decreased \$1.4 million, or 21.6%, to \$4.9 million for the three months ended June 30, 2017 compared to \$6.3 million for the three months ended June 30, 2016. The decrease was primarily due to a reduction in utilities, bad debt reserve and security expenses at Sunset Bronson Studios.

### Non-Same-Store

Non-Same-Store Media and Entertainment rental revenues was \$2.0 million for the three months ended June 30, 2017. Non-Same-Store Media and Entertainment tenant recoveries was \$0.1 million for three months ended June 30, 2017. Non-Same-Store Media and Entertainment other property-related revenues was \$1.3 million for the three months ended June 30, 2017. Non-Same-Store Media and Entertainment operating expenses was \$2.1 million for the three months ended June 30, 2017. We acquired Sunset Las Palmas Studios in May 2017 which caused the increases in revenues and expenses.

### Other Expenses (Income)

Interest expense increased \$4.1 million, or 23.2%, to \$21.7 million for the three months ended June 30, 2017 compared to \$17.6 million for the three months ended June 30, 2016. We had notes payable, excluding net deferred financing costs, of \$2.62 billion at June 30, 2017 compared to \$2.36 billion at June 30, 2016. The increase was primarily attributable to a \$160.0 million increase in term loan debt and private placement borrowings and \$101.0 million borrowings related to our Hill7 property, partially offset by interest savings related to our paydown on our indebtedness associated with our Sunset Gower Studios and Sunset Bronson Studios properties.

We recognized unrealized loss on our derivative instruments of \$51 thousand during the three months ended June 30, 2017 as compared to \$384 thousand unrealized loss during the three months ended June 30, 2016. The unrealized loss was related to a portion of our derivative instruments that was evaluated to be ineffective in 2016. In July 2016, we amended the interest rate swaps to add a 0.00% floor to one-month LIBOR and then de-designated the original swaps and designated the amended swaps as a hedge in order to minimize the ineffective portion of the original derivatives.

Other income increased \$0.5 million, or 1,125.5%, to \$0.6 million during the three months ended June 30, 2017 as compared to \$47 thousand during the three months ended June 30, 2016. The increase was primarily due to a joint venture we entered into on June 16, 2016 to co-originate a loan secured by land in Santa Clara, California.

We generated no gains on sale of real estate for the three months ended June 30, 2017 compared to a \$2.2 million gain on sales of real estate for the three months ended June 30, 2016 resulting from the sale of our Patrick Henry Drive and One Bay Plaza properties.



General and administrative expenses include wages and salaries for corporate-level employees, accounting, legal and other professional services, office supplies, entertainment, travel and automobile expenses, telecommunications and computer-related expenses and other miscellaneous items. General and administrative expenses increased \$1.5 million, or 11.4%, to \$14.5 million for the three months ended June 30, 2017 compared to \$13.0 million for the three months ended June 30, 2016. The increase in general and administrative expenses was primarily attributable to the adoption of the 2017 OPP and increased staffing to meet operational needs, partially offset by decreases in office expenses, entertainment and travel expenses and investor relations costs.

Depreciation and amortization expense increased \$9.3 million, or 14.1%, to \$75.4 million for the three months ended June 30, 2017 compared to \$66.1 million for the three months ended June 30, 2016. The increase was primarily related to depreciation expenses associated with the 2016 Acquisitions, our Icon property and the acquisition of Sunset Las Palmas Studios, partially offset by the reduction of depreciation expense as a result of the sale of our One Bay Plaza and 222 Kearny Street properties.

Comparison of the six months ended June 30, 2017 to the six months ended June 30, 2016

## NOI

Management evaluates NOI by evaluating the performance of the following property groups as evidenced by the comparison of the six months ended June 30, 2017 to the six months ended June 30, 2016 results of operations:

- Same-Store properties, which includes all of the properties owned and included in our stabilized portfolio as of January 1, 2016 and still owned and included in the stabilized portfolio as of June 30, 2017;

- Non-Same-Store properties, development projects, redevelopment properties and lease-up properties as of June 30, 2017 and other properties not owned or not in operation from January 1, 2016 through June 30, 2017.

The following table reconciles net income to NOI:

|  | Six Months Ended |           | Dollar<br>Change | Percent<br>Change |   |
|--|------------------|-----------|------------------|-------------------|---|
|  | 2017             | 2016      |                  |                   |   |
| Net income   | \$31,107         | \$10,011  | \$21,096         | 210.7             | % |
| Adjustments:   |                  |           |                  |                   |   |
| Interest expense   | 43,625           | 34,865    | 8,760            | 25.1              |   |
| Interest income  | (46)             | (86)      | 40               | (46.5)            | ) |
| Unrealized loss on ineffective portion of derivative instruments | 45               | 2,509     | (2,464)          | (98.2)            | ) |
| Acquisition-related expenses                                     | —                | 61        | (61)             | (100.0)           | ) |
| Other income   | (1,254)          | (23)      | (1,231)          | 5,352.2           | ) |
| Gains on sale of real estate                                     | (16,866)         | (8,515)   | (8,351)          | 98.1              | ) |
| Income from operations   | 56,611           | 38,822    | 17,789           | 45.8              |   |
| Adjustments:   |                  |           |                  |                   |   |
| General and administrative                                       | 28,316           | 25,519    | 2,797            | 11.0              |   |
| Depreciation and amortization                                    | 146,182          | 134,476   | 11,706           | 8.7               |   |
| NOI  | \$231,109        | \$198,817 | \$32,292         | 16.2              | % |
| Same-Store NOI   | \$157,552        | \$144,971 | \$12,581         | 8.7               | % |
| Non-Same-Store NOI   | 73,557           | 53,846    | 19,711           | 36.6              |   |
| NOI  | \$231,109        | \$198,817 | \$32,292         | 16.2              | % |



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The following table summarizes certain statistics of our Same-Store Office and Media and Entertainment properties:

|  | Six Months Ended |           |  |
|--|------------------|-----------|--|
|  | June 30,         |           |  |
|  | 2017             | 2016      |  |
| Same-Store Office statistics:              |                  |           |  |
| Number of properties                       | 33               | 33        |  |
| Rentable square feet                       | 8,290,710        | 8,290,710 |  |
| Ending % leased                            | 95.3 %           | 96.4 %    |  |
| Ending % occupied                          | 94.7 %           | 95.0 %    |  |
| Average % occupied for the period          | 95.1 %           | 93.9 %    |  |
| Average annual rental rate per square foot | \$40.92          | \$39.93   |  |

Same-Store Media and Entertainment statistics:

|                                   |         |         |  |
|-----------------------------------|---------|---------|--|
| Number of properties              | 2       | 2       |  |
| Rentable square feet              | 879,652 | 879,652 |  |
| Average % occupied for the period | 89.9 %  | 85.3 %  |  |

The following table gives further detail on our NOI:

|  | Six Months Ended June 30, |                |           |            |                |           |
|--|---------------------------|----------------|-----------|------------|----------------|-----------|
|  | 2017                      |                |           | 2016       |                |           |
|  | Same-Store                | Non-Same-Store | Total     | Same-Store | Non-Same-Store | Total     |
| Revenues                                 |                           |                |           |            |                |           |
| Office                                   |                           |                |           |            |                |           |
| Rental                                   | \$166,053                 | \$101,065      | \$267,118 | \$157,121  | \$77,153       | \$234,274 |
| Tenant recoveries                        | 31,774                    | 10,665         | 42,439    | 34,000     | 7,836          | 41,836    |
| Parking and other                        | 10,053                    | 4,058          | 14,111    | 8,099      | 2,483          | 10,582    |
| Total Office revenues                    | 207,880                   | 115,788        | 323,668   | 199,220    | 87,472         | 286,692   |
| Media & Entertainment                    |                           |                |           |            |                |           |
| Rental                                   | 13,793                    | 1,997          | 15,790    | 12,885     | —              | 12,885    |
| Tenant recoveries                        | 729                       | 65             | 794       | 412        | —              | 412       |
| Other property-related revenue           | 7,096                     | 1,307          | 8,403     | 7,779      | —              | 7,779     |
| Other                                    | 125                       | 5              | 130       | 90         | —              | 90        |
| Total Media & Entertainment revenues     | 21,743                    | 3,374          | 25,117    | 21,166     | —              | 21,166    |
| Total revenues                           | 229,623                   | 119,162        | 348,785   | 220,386    | 87,472         | 307,858   |
| Operating Expenses                       |                           |                |           |            |                |           |
| Office operating expenses                | 59,884                    | 43,538         | 103,422   | 63,168     | 33,626         | 96,794    |
| Media & Entertainment operating expenses | 12,187                    | 2,067          | 14,254    | 12,247     | —              | 12,247    |
| Total operating expenses                 | 72,071                    | 45,605         | 117,676   | 75,415     | 33,626         | 109,041   |
| Office NOI                               | 147,996                   | 72,250         | 220,246   | 136,052    | 53,846         | 189,898   |
| Media & Entertainment NOI                | 9,556                     | 1,307          | 10,863    | 8,919      | —              | 8,919     |
| NOI                                      | \$157,552                 | \$73,557       | \$231,109 | \$144,971  | \$53,846       | \$198,817 |



The following table gives further detail on our change to NOI:

|  | Six Months Ended June 30, 2017 as compared to Six Months Ended June 30, 2016 |                |                 |                |                 |                |
|--|--|----------------|-----------------|----------------|-----------------|----------------|
|  | Same-Store   |                | Non-Same-Store  |                | Total           |                |
|  | Dollar Change  | Percent Change | Dollar Change   | Percent Change | Dollar Change   | Percent Change |
| <b>Revenues</b>                          |  |                |                 |                |                 |                |
| <b>Office</b>                            |  |                |                 |                |                 |                |
| Rental                                   | \$8,932  | 5.7 %          | \$23,912        | 31.0 %         | \$32,844        | 14.0 %         |
| Tenant recoveries                        | (2,226)  | (6.5 )         | 2,829           | 36.1           | 603             | 1.4            |
| Parking and other                        | 1,954  | 24.1           | 1,575           | 63.4           | 3,529           | 33.3           |
| Total Office revenues                    | 8,660  | 4.3            | 28,316          | 32.4           | 36,976          | 12.9           |
| <b>Media &amp; Entertainment</b>         |  |                |                 |                |                 |                |
| Rental                                   | 908  | 7.0            | 1,997           | 100.0          | 2,905           | 22.5           |
| Tenant recoveries                        | 317  | 76.9           | 65              | 100.0          | 382             | 92.7           |
| Other property-related revenue           | (683)  | (8.8 )         | 1,307           | 100.0          | 624             | 8.0            |
| Other                                    | 35   | 38.9           | 5               | 100.0          | 40              | 44.4           |
| Total Media & Entertainment revenues     | 577  | 2.7            | 3,374           | 100.0          | 3,951           | 18.7           |
| <b>Total revenues</b>                    | <b>9,237</b>   | <b>4.2</b>     | <b>31,690</b>   | <b>36.2</b>    | <b>40,927</b>   | <b>13.3</b>    |
| <b>Operating expenses</b>                |  |                |                 |                |                 |                |
| Office operating expenses                | (3,284)  | (5.2 )         | 9,912           | 29.5           | 6,628           | 6.8            |
| Media & Entertainment operating expenses | (60)   | (0.5 )         | 2,067           | 100.0          | 2,007           | 16.4           |
| Total operating expenses                 | (3,344)  | (4.4 )         | 11,979          | 35.6           | 8,635           | 7.9            |
| <b>Office NOI</b>                        | <b>11,944</b>  | <b>8.8</b>     | <b>18,404</b>   | <b>34.2</b>    | <b>30,348</b>   | <b>16.0</b>    |
| <b>Media &amp; Entertainment NOI</b>     | <b>637</b>   | <b>7.1</b>     | <b>1,307</b>    | <b>100.0</b>   | <b>1,944</b>    | <b>21.8</b>    |
| <b>NOI</b>                               | <b>\$12,581</b>  | <b>8.7 %</b>   | <b>\$19,711</b> | <b>36.6 %</b>  | <b>\$32,292</b> | <b>16.2 %</b>  |

NOI increased \$32.3 million, or 16.2%, for the six months ended June 30, 2017 as compared to the six months ended June 30, 2016, primarily resulting from:

A \$11.9 million, or 8.8%, increase in NOI from our Same-Store Office properties resulted primarily from increased rental revenues relating to leases signed at our 1455 Market Street (Uber Technologies, Inc.), Rincon Center (Salesforce.com), 625 Second Street (Github and Blue Jeans Network, Inc.) and Skyport Plaza (Qualcomm, Inc.) properties at a higher rate than expiring leases. In addition, parking and other revenues increased due to lease termination fees related to our Campus Center and 901 Market properties. The increase was partially offset by a reduction in rental revenues at our Towers at Shore Center (Weil, Gotshal & Manges LLP) property due to a lease renewal at market rates lower than the expiring rate and a one-time GAAP straight-line rent write-off at our 901 Market (NerdWallet) property. In addition, tenant recoveries decreased due to tax adjustments relating to the prior year for our Rincon Center, Clocktower Square and 1455 Market Street properties.

A \$18.4 million, or 34.2%, increase in NOI from our Non-Same-Store Office store properties resulted primarily from increased rental revenues relating to the commencement of Netflix's lease at our Icon property, higher rents and occupancy at our Metro Center (Qualys, Inc. and BrightEdge) property and the 2016 Acquisitions partially offset by the sale of our Bayhill Office Center (sold in January 2016), One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties. In addition, the increase was partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project.



A \$0.6 million, or 7.1%, increase in NOI from our Same-Store Media and Entertainment properties resulted primarily from higher rental revenues and lower operating expenses. The increase was primarily from an increase in occupancy and production at Sunset Bronson Studios and expense savings associated with a property tax reassessment in 2016.

50

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The increase was partially offset by a decrease in operating expenses resulting primarily from a reduction at Sunset Bronson Studios for utilities, bad debt reserve and security expenses.

A \$1.3 million, or 100.0%, increase in NOI from our Non-Same-Store Media and Entertainment properties resulted from the acquisition of Sunset Las Palmas Studios in May 2017.

#### Office NOI

##### Same-Store

Same-Store Office rental revenues increased \$8.9 million, or 5.7%, to \$166.1 million for the six months ended June 30, 2017 compared to \$157.1 million for the six months ended June 30, 2016. The increase was primarily due to leases signed at our 1455 Market Street (Uber Technologies, Inc.), Rincon Center (Salesforce.com), 625 Second Street (Github and Blue Jeans Network, Inc.) and Skyport Plaza (Qualcomm, Inc.) properties at a higher rate than expiring leases. The increase was partially offset by a reduction in rental revenues at our Towers at Shore Center (Weil, Gotshal & Manges LLP) property due to a lease renewal at market rates lower than the expiring rate and a one-time GAAP straight-line rent write-off at our 901 Market (NerdWallet) property.

Same-Store Office tenant recoveries decreased \$2.2 million, or 6.5%, to \$31.8 million for six months ended June 30, 2017 compared to \$34.0 million for the six months ended June 30, 2016. The decrease was primarily related to lower property tax recovery resulting from a property tax reassessment of our Rincon Center property and lower recoveries for our Tower at Shore Center property, partially offset by higher recoveries for our 1455 Market Street property.

Same-Store Office parking and other revenues increased \$2.0 million, or 24.1%, to \$10.1 million for the six months ended June 30, 2017 compared to \$8.1 million for the six months ended June 30, 2016. The increase was primarily due to lease termination fees related to our Campus Center and 901 Market properties.

Same-Store Office operating expenses decreased \$3.3 million, or 5.2%, to \$59.9 million for the six months ended June 30, 2017 compared to \$63.2 million for the six months ended June 30, 2016. The decrease was primarily due to tax reassessments relating to the prior year for our Rincon Center, Clocktower Square and 1455 Market Street properties.

##### Non-Same-Store

Non-Same-Store Office rental revenues increased by \$23.9 million, or 31.0%, to \$101.1 million for the six months ended June 30, 2017 compared to \$77.2 million for the six months ended June 30, 2016. The increase was primarily due to rental revenues relating to the commencement of Netflix's lease at our Icon property in the first quarter of 2017, higher rents and occupancy at our Metro Center (Qualys, Inc. and BrightEdge) property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties. In addition, the increase was partially offset by lower revenues from our 604 Arizona property, which was taken off-line for a redevelopment project.

Non-Same-Store Office tenant recoveries increased \$2.8 million, or 36.1%, to \$10.7 million for six months ended June 30, 2017 compared to \$7.8 million for the six months ended June 30, 2016. The increase was primarily due the commencement of Netflix's lease at our Icon property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

Non-Same-Store Office parking and other revenues increased \$1.6 million, or 63.4%, to \$4.1 million for the six months ended June 30, 2017 compared to \$2.5 million for the six months ended June 30, 2016. The increase was primarily due the commencement of Netflix's lease at our Icon property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

Non-Same-Store Office operating expenses increased by \$9.9 million, or 29.5%, to \$43.5 million for the six months ended June 30, 2017 compared to \$33.6 million for the six months ended June 30, 2016. The increase was primarily due the commencement of Netflix's lease at our Icon property and the 2016 Acquisitions, partially offset by the sale of our One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties. In addition, the increase was partially offset by lower expenses from our 604 Arizona property, which was taken off-line for a redevelopment project.

51

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## Media & Entertainment NOI

### Same-Store

Same-Store Media and Entertainment revenues increased by \$0.6 million, or 2.7%, to \$21.7 million for the six months ended June 30, 2017 as compared to \$21.2 million for the six months ended June 30, 2016. The activity was primarily related to a \$0.9 million increase in rental revenue to \$13.8 million for the six months ended June 30, 2017 as compared to \$12.9 million for the six months ended June 30, 2016 as a result of an increase in occupancy and production at Sunset Bronson Studios. Tenant recoveries of \$0.7 million for the six months ended June 30, 2017 remained relatively flat as compared to \$0.4 million for the six months ended June 30, 2016. Other property-related revenues of \$7.1 million for the six months ended June 30, 2017 remained relatively flat as compared to \$7.8 million for the six months ended June 30, 2016.

Same-Store Media and Entertainment operating expenses of \$12.2 million for the six months ended June 30, 2017 remained relatively flat as compared to \$12.2 million for the six months ended June 30, 2016.

### Non-Same-Store

Non-Same-Store Media and Entertainment rental revenues was \$2.0 million for the six months ended June 30, 2017. Non-Same-Store Media and Entertainment tenant recoveries was \$0.1 million for six months ended June 30, 2017. Non-Same-Store Media and Entertainment other property-related revenues was \$1.3 million for the six months ended June 30, 2017. Non-Same-Store Media and Entertainment operating expenses was \$2.1 million for the six months ended June 30, 2017. We acquired Sunset Las Palmas Studios in May 2017 which caused the increase in revenues and expenses.

### Other Expenses (Income)

Interest expense increased \$8.8 million, or 25.1%, to \$43.6 million for the six months ended June 30, 2017 compared to \$34.9 million for the six months ended June 30, 2016. At June 30, 2017, we had \$2.62 billion of notes payable, compared to \$2.36 billion at June 30, 2016, excluding net deferred financing costs. The increase was primarily attributable to a \$160.0 million increase in term loan debt and private placement borrowings and \$101.0 million borrowings related to our Hill7 property, partially offset by interest savings related to our paydown on our indebtedness associated with our Sunset Gower Studios, Sunset Bronson Studios and 901 Market properties.

We recognized unrealized loss on our derivative instruments of \$45 thousand during the six months ended June 30, 2016 as compared to \$2.5 million during the six months ended June 30, 2016. The unrealized loss was related to a portion of our derivative instruments that was evaluated to be ineffective in 2016. In July 2016, we amended the interest rate swaps to add a 0.00% floor to one-month LIBOR and then de-designated the original swaps and designated the amended swaps as a hedge in order to minimize the ineffective portion of the original derivatives.

Other income increased \$1.2 million, or 5,352.2%, to \$1.3 million for the six months ended June 30, 2017 compared to \$23 thousand for the six months ended June 30, 2016. The increase was primarily due to a joint venture we entered into on June 16, 2016 to co-originate a loan secured by land in Santa Clara, California.

We recognized \$16.9 million gains on sale of real estate for the six months ended June 30, 2017 compared to a \$8.5 million gains on sale of real estate for the six months ended June 30, 2016. We completed the sale of our 222 Kearny Street and 3402 Pico Boulevard properties in 2017 and completed the sale of our Bayhill Office Center, Patrick Henry Drive and One Bay Plaza properties in 2016.



General and administrative expenses include wages and salaries for corporate-level employees, accounting, legal and other professional services, office supplies, entertainment, travel and automobile expenses, telecommunications and computer-related expenses and other miscellaneous items. General and administrative expenses increased \$2.8 million, or 11.0%, to \$28.3 million for the six months ended June 30, 2017 compared to \$25.5 million for the six months ended June 30, 2016. The increase in general and administrative expenses was primarily attributable to the adoption of the 2017 OPP and increased staffing to meet operational needs, partially offset by reductions in investor relations costs and office expenses.

Depreciation and amortization expense increased \$11.7 million, or 8.7%, to \$146.2 million for the six months ended June 30, 2017 compared to \$134.5 million for the six months ended June 30, 2016. The increase was primarily related to depreciation expenses associated with 2016 Acquisitions, our Icon property and the acquisition of Sunset Las Palmas Studios, partially offset by the reduction of depreciation expense as a result of the sale of our One Bay Plaza and 222 Kearny Street properties.

### Liquidity and Capital Resources

We had \$73.2 million of cash and cash equivalents at June 30, 2017.

As of June 30, 2017, we had \$190.0 million of total undrawn capacity under our unsecured revolving credit facility.

We have an at-the-market equity offering program, or ATM program, which allows us to sell up to \$125.0 million of common stock, \$20.1 million of which has been sold through June 30, 2017.

On January 20, 2016, our Board authorized a share repurchase program to buy up to \$100.0 million of our outstanding common stock. No share repurchases were made through June 30, 2017.

We intend to use the unsecured revolving credit facility and ATM program, among other things, to finance the acquisition of other properties, to provide funds for tenant improvements and capital expenditures and to provide for working capital and other corporate purposes.

Based on the closing price of our common stock of \$34.19 on June 30, 2017, our ratio of debt to total market capitalization was approximately 32.8% (counting Series A preferred units as debt). Our total market capitalization is defined as the sum of the market value of our outstanding common stock (which may decrease, thereby increasing our debt to total capitalization ratio), including restricted stock that we may issue to certain of our directors and executive officers, plus the aggregate value of common units not owned by us, plus the liquidation preference of outstanding Series A preferred units, plus the book value of our total consolidated indebtedness.

Our short-term liquidity requirements primarily consist of operating expenses and other expenditures associated with our properties, distributions to our limited partners and dividend payments to our stockholders required to maintain our REIT status, capital expenditures and potential acquisitions. We expect to meet our short-term liquidity requirements through cash on hand, net cash provided by operations, certain amounts included in restricted cash and, if necessary, by drawing upon our unsecured revolving credit facility.

Our long-term liquidity needs consist primarily of funds necessary for the repayment of debt at maturity, property acquisitions and non-recurring capital improvements. We expect to meet our long-term liquidity requirements with net cash from operations, long-term secured and unsecured indebtedness and the issuance of equity and debt securities. We also may fund property acquisitions and non-recurring capital improvements using our unsecured revolving credit facility pending permanent financing.

We believe we have access to multiple sources of capital to fund our long-term liquidity requirements, including the incurrence of additional debt and the issuance of additional equity. However, our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our ability to access the equity capital markets will be dependent on a number of factors as well, including general market conditions for REITs and market perceptions about us.

53

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## Outstanding Indebtedness

Our indebtedness creates the possibility that we may be unable to generate cash sufficient to pay the principal of, interest on or other amounts in respect of our indebtedness and other obligations. In addition, we may incur additional debt from time to time to finance strategic acquisitions, investments, joint ventures or for other purposes, subject to the restrictions contained in the documents governing our indebtedness. If we incur additional debt, the risks associated with our leverage, including our ability to service our debt, would increase.

As of June 30, 2017, we had outstanding notes payable of \$2.62 billion (before \$17.8 million of net deferred financing costs), of which \$1.38 billion, or 52.7%, was variable rate debt. \$839.5 million of the variable rate debt is subject to derivative instruments described in Part I, Item 1 “Note 10 to the Consolidated Financial Statements—Derivative Instruments.”

The following table summarizes the balances of our indebtedness as of:

|  | June 30,<br>2017 | December<br>31, 2016 |
|--|------------------|----------------------|
| Notes payable                                      | \$2,616,568      | \$2,707,839          |
| Less: deferred financing costs, net <sup>(1)</sup> | (17,788 )        | (19,829 )            |
| Notes payable, net                                 | \$2,598,780      | \$2,688,010          |

<sup>(1)</sup> Excludes deferred financing costs related to establishing our unsecured revolving credit facility of \$1.2 million and (1)\$1.5 million as of June 30, 2017 and December 31, 2016, respectively, which are included in prepaid expenses and other assets, net in the Consolidated Balance Sheets.



The following table sets forth information with respect to the amounts included in notes payable, net as of:

|  | June 30, 2017      |                               | December 31, 2016  |                               | Interest Rate <sup>(1)</sup> | Contractual Maturity Date |     |
|--|--------------------|-------------------------------|--------------------|-------------------------------|------------------------------|---------------------------|-----|
|  | Principal Amount   | Deferred Financing Costs, net | Principal Amount   | Deferred Financing Costs, net |                              |                           |     |
| <b>UNSECURED LOANS</b>   |                    |                               |                    |                               |                              |                           |     |
| Unsecured Revolving Credit Facility <sup>(2)</sup>                   | \$210,000          | \$—                           | \$300,000          | \$—                           | LIBOR+ 1.15% to 1.85%        | 4/1/2019                  | (3) |
| 5-Year Term Loan due April 2020 <sup>(2)(4)</sup>                    | 450,000            | (2,972 )                      | 450,000            | (3,513 )                      | LIBOR+ 1.30% to 2.20%        | 4/1/2020                  |     |
| 5-Year Term Loan due November 2020 <sup>(2)</sup>                    | 175,000            | (650 )                        | 175,000            | (745 )                        | LIBOR +1.30% to 2.20%        | 11/17/2020                |     |
| 7-Year Term Loan due April 2022 <sup>(2)(5)</sup>                    | 350,000            | (2,049 )                      | 350,000            | (2,265 )                      | LIBOR+ 1.60% to 2.55%        | 4/1/2022                  |     |
| 7-Year Term Loan due November 2022 <sup>(2)(6)</sup>                 | 125,000            | (852 )                        | 125,000            | (931 )                        | LIBOR +1.60% to 2.55%        | 11/17/2022                |     |
| Series A Notes   | 110,000            | (852 )                        | 110,000            | (930 )                        | 4.34%                        | 1/2/2023                  |     |
| Series E Notes   | 50,000             | (277 )                        | 50,000             | (300 )                        | 3.66%                        | 9/15/2023                 |     |
| Series B Notes   | 259,000            | (2,144 )                      | 259,000            | (2,271 )                      | 4.69%                        | 12/16/2025                |     |
| Series D Notes   | 150,000            | (851 )                        | 150,000            | (898 )                        | 3.98%                        | 7/6/2026                  |     |
| Series C Notes   | 56,000             | (515 )                        | 56,000             | (539 )                        | 4.79%                        | 12/16/2027                |     |
| <b>TOTAL UNSECURED LOANS</b>   | <b>1,935,000</b>   | <b>(11,162 )</b>              | <b>2,025,000</b>   | <b>(12,392 )</b>              |                              |                           |     |
| <b>MORTGAGE LOANS</b>  |                    |                               |                    |                               |                              |                           |     |
| Mortgage Loan secured by Rincon Center <sup>(7)</sup>                | 99,392             | (119 )                        | 100,409            | (198 )                        | 5.13%                        | 5/1/2018                  |     |
| Mortgage Loan secured by Sunset Gower Studios/Sunset Bronson Studios | 5,001              | (1,180 )                      | 5,001              | (1,534 )                      | LIBOR+2.25%                  | 3/4/2019                  | (3) |
| Mortgage Loan secured by Met Park North <sup>(8)</sup>               | 64,500             | (342 )                        | 64,500             | (398 )                        | LIBOR+1.55%                  | 8/1/2020                  |     |
| Mortgage Loan secured by 10950 Washington <sup>(7)</sup>             | 27,675             | (320 )                        | 27,929             | (354 )                        | 5.32%                        | 3/11/2022                 |     |
| Mortgage Loan secured by Pinnacle I <sup>(9)(10)</sup>               | 129,000            | (542 )                        | 129,000            | (593 )                        | 3.95%                        | 11/7/2022                 |     |
| Mortgage Loan secured by Element LA                                  | 168,000            | (2,190 )                      | 168,000            | (2,321 )                      | 4.59%                        | 11/6/2025                 |     |
| Mortgage Loan secured by Pinnacle II <sup>(10)</sup>                 | 87,000             | (682 )                        | 87,000             | (720 )                        | 4.30%                        | 6/11/2026                 |     |
| Mortgage Loan secured by Hill <sup>(11)</sup>                        | 101,000            | (1,251 )                      | 101,000            | (1,319 )                      | 3.38%                        | 11/6/2026                 |     |
| <b>TOTAL MORTGAGE LOANS</b>  | <b>681,568</b>     | <b>(6,626 )</b>               | <b>682,839</b>     | <b>(7,437 )</b>               |                              |                           |     |
| <b>TOTAL</b>   | <b>\$2,616,568</b> | <b>\$(17,788 )</b>            | <b>\$2,707,839</b> | <b>\$(19,829 )</b>            |                              |                           |     |

Interest rate with respect to indebtedness is calculated on the basis of a 360-day year for the actual days elapsed.

(1) Interest rates are as of June 30, 2017, which may be different than the interest rates as of December 31, 2016 for corresponding indebtedness.

(2) We have the option to make an irrevocable election to change the interest rate depending on our credit rating. As of June 30, 2017, no such election had been made.

(3) The maturity date may be extended once for an additional one-year term.

Effective July 2016, \$300.0 million of the term loan has been effectively fixed at 2.75% to 3.65% per annum

(4) through the use of two interest rate swaps. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

Effective July 2016, the outstanding balance of the term loan has been effectively fixed at 3.36% to 4.31% per

(5) annum through the use of two interest rate swaps. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

Effective June 1, 2016, the outstanding balance of the term loan has been effectively fixed at 3.03% to 3.98% per

(6) annum through the use of an interest rate swap. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

(7) Monthly debt service includes annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.

This loan bears interest only. Interest on the full loan amount has been effectively fixed at 3.71% per annum

(8) through the use of an interest rate swap. See Part I, Item 1 “Note 10 to our Consolidated Financial Statements—Derivative Instruments” for details.

This loan bears interest only for the first five years. Beginning with the payment due December 6, 2017, monthly

(9) debt service will include annual debt amortization payments based on a 30-year amortization schedule with a balloon payment at maturity.

(10) We own 65% of the ownership interests in the consolidated joint venture that owns the Pinnacle I and II properties. The full amount of the loan is shown.

We own 55% of the ownership interest in the consolidated joint venture that owns the Hill7 property. The full

(11) amount of the loan is shown. The maturity date of this loan can be extended for an additional two years at a higher interest rate and with principal amortization.

The operating partnership was in compliance with its financial covenants as of June 30, 2017.

#### Cash Flows

A comparison of our cash flow activity is as follows:

|   | Six Months Ended |            | Dollar    | Percent |
|---|------------------|------------|-----------|---------|
|   | June 30,         |            |           |         |
|   | 2017             | 2016       | Change    | Change  |
| Net cash provided by operating activities           | \$ 141,036       | \$ 108,867 | \$ 32,169 | 29.5 %  |
| Net cash (used in) provided by investing activities | (309,681 )       | 160,242    | (469,923) | (293.3) |
| Net cash provided by financing activities           | 150,979          | 15,896     | 135,083   | 849.8   |

Cash and cash equivalents and restricted cash were \$90.5 million and \$108.2 million at June 30, 2017 and December 31, 2016, respectively.

#### Operating Activities

Net cash provided by operating activities increased by \$32.2 million to \$141.0 million for the six months ended June 30, 2017 compared to \$108.9 million for the six months ended June 30, 2016. The change resulted primarily from an increase in cash NOI, as defined, from our office and media and entertainment properties, driven by our Sunset Las Palmas Studios acquisition, 2016 acquisitions and higher rental revenue across our portfolio, partially offset by lower cash NOI related to One Bay Plaza (sold in June 2016) and 222 Kearny Street (sold in February 2017) properties.

#### Investing Activities

Net cash used in investing activities increased by \$469.9 million to \$309.7 million for the six months ended June 30, 2017 compared to net cash provided by investing activities of \$160.2 million for the six months ended June 30, 2016. The increase resulted primarily from cash used to acquire Sunset Las Palmas Studios and the remaining interest in the land held as a tenancy in common associated with our 11601 Wilshire property, a reduction in proceeds from sales of real estate properties and an increase in cash used for additions to investment in real estate.

#### Financing Activities

Net cash provided by financing activities increased by \$135.1 million to \$151.0 million for the six months ended June 30, 2017 compared to \$15.9 million for the six months ended June 30, 2016. The change resulted primarily from an increase in proceeds from sale of stock and a reduction in payments of notes payable, partially offset by a reduction in proceeds from notes payable.

### Contractual Obligations and Commitments

During the six months ended June 30, 2017, there were no material changes outside the ordinary course of business in the information regarding specified contractual obligations contained in our 2016 Annual Report on Form 10-K. See Part I, Item 1 “Note 9 to our Consolidated Financial Statements—Notes Payable” for information regarding our minimum future principal payments due on our senior unsecured loans and mortgage loans. See Part I, Item 1 “Note 12 to our Consolidated Financial Statements—Future Minimum Lease Payments Future Minimum Rents” for information regarding our future minimum ground lease payments.

### Off-Balance Sheet Arrangements

We currently do not have any off-balance sheet arrangements.

### Critical Accounting Policies

Our discussion and analysis of our historical financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our financial statements in conformity with GAAP requires us to make estimates of certain items and judgments as to certain future events, for example with respect to the assignment of the purchase price of acquired property among land, buildings, improvements, equipment and any related intangible assets and liabilities, or the effect of a property tax reassessment of our properties. These determinations, even though inherently subjective and prone to change, affect the reported amounts of our assets, liabilities, revenues and expenses. While we believe that our estimates are based on reasonable assumptions and judgments at the time they are made, some of our assumptions, estimates and judgments will inevitably prove to be incorrect. As a result, actual outcomes will likely differ from our accruals and those differences—positive or negative—could be material. Some of our accruals are subject to adjustment, as we believe appropriate based on revised estimates and reconciliation to the actual results when available.

In addition, we identified certain critical accounting policies that affect certain of our more significant estimates and assumptions used in preparing our consolidated financial statements in our 2016 Annual Report on Form 10-K. We have not made any material changes to these policies during the periods covered by this Report.

## Non-GAAP Supplemental Financial Measure: Funds From Operations

We calculate FFO in accordance with the White Paper on FFO approved by the Board of Governors of the National Association of Real Estate Investment Trusts. The White Paper defines FFO as net income or loss calculated in accordance with GAAP, excluding extraordinary items, as defined by GAAP, gains and losses from sales of depreciable real estate and impairment write-downs associated with depreciable real estate, plus real estate-related depreciation and amortization (excluding amortization of deferred financing costs and depreciation of non-real estate assets) and after adjustment for unconsolidated partnerships and joint ventures. The calculation of FFO includes the amortization of deferred revenue related to tenant-funded tenant improvements and excludes the depreciation of the related tenant improvement assets. We believe that FFO is a useful supplemental measure of our operating performance. The exclusion from FFO of gains and losses from the sale of operating real estate assets allows investors and analysts to readily identify the operating results of the assets that form the core of our activity and assists in comparing those operating results between periods. Also, because FFO is generally recognized as the industry standard for reporting the operations of REITs, it facilitates comparisons of operating performance to other REITs. However, other REITs may use different methodologies to calculate FFO, and accordingly our FFO may not be comparable to all other REITs.

Implicit in historical cost accounting for real estate assets in accordance with GAAP is the assumption that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered presentations of operating results for real estate companies using historical cost accounting alone to be insufficient. Because FFO excludes depreciation and amortization of real estate assets, we believe that FFO along with the required GAAP presentations provides a more complete measurement of our performance relative to our competitors and a more appropriate basis on which to make decisions involving operating, financing and investing activities than the required GAAP presentations alone would provide. We use FFO per share to calculate annual cash bonuses for certain employees.

However, FFO should not be viewed as an alternative measure of our operating performance because it does not reflect either depreciation and amortization costs or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, which are significant economic costs and could materially impact our results from operations.

The following table presents a reconciliation of net income to FFO:

|   | Three Months   |          | Six Months Ended |           |
|---|----------------|----------|------------------|-----------|
|   | Ended June 30, |          | June 30,         |           |
|   | 2017           | 2016     | 2017             | 2016      |
| Net income  | \$6,954        | \$4,035  | \$31,107         | \$10,011  |
| Adjustments:  |                |          |                  |           |
| Depreciation and amortization of real estate assets | 74,939         | 65,655   | 145,233          | 133,560   |
| Gains on sale of real estate                        | —              | (2,163 ) | (16,866 )        | (8,515 )  |
| FFO attributable to non-controlling interests       | (6,445 )       | (4,510 ) | (11,952 )        | (8,672 )  |
| Net income attributable to preferred units          | (159 )         | (159 )   | (318 )           | (318 )    |
| FFO to common stockholders and unitholders          | \$75,289       | \$62,858 | \$147,204        | \$126,066 |

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about our market risk is disclosed in Part II, Item 7A, of our 2016 Annual Report on Form 10-K and is incorporated herein by reference. There have been no material changes for the six months ended June 30, 2017 to the information provided in Part II, Item 7A, of our 2016 Annual Report on Form 10-K.

59

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#### ITEM 4. CONTROLS AND PROCEDURES

##### Disclosure Controls and Procedures (Hudson Pacific Properties, Inc.)

Hudson Pacific Properties, Inc. maintains disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in Hudson Pacific Properties, Inc.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, Hudson Pacific Properties, Inc. carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period covered by this report.

Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded, as of that time, that Hudson Pacific Properties, Inc.'s disclosure controls and procedures were effective in providing a reasonable level of assurance that information Hudson Pacific Properties, Inc. is required to disclose in reports that Hudson Pacific Properties, Inc. files under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

##### Disclosure Controls and Procedures (Hudson Pacific Properties, L.P.)

Hudson Pacific Properties, L.P. maintains disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in Hudson Pacific Properties, L.P.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, Hudson Pacific Properties, L.P. carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period covered by this report.

Based on the foregoing, the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.) concluded, as of that time, that Hudson Pacific Properties, L.P.'s disclosure controls and procedures were effective in providing a reasonable level of assurance that information Hudson Pacific Properties, L.P. is required to disclose in reports that Hudson Pacific Properties, L.P. files under the

Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), as appropriate, to allow for timely decisions regarding required disclosure.



Changes in Internal Control Over Financial Reporting (Hudson Pacific Properties, Inc.)

There have been no changes that occurred during the second quarter of the year covered by this report in Hudson Pacific Properties, Inc.'s internal control over financial reporting identified in connection with the evaluation referenced above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Changes in Internal Control Over Financial Reporting (Hudson Pacific Properties, L.P.)

There have been no changes that occurred during the second quarter of the year covered by this report in Hudson Pacific Properties, L.P.'s internal control over financial reporting identified in connection with the evaluation referenced above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

From time to time, we are a party to various lawsuits, claims and other legal proceedings arising out of, or incident to, our ordinary course of business. We are not currently a party, as plaintiff or defendant, to any legal proceedings that we believe to be material or that, individually or in the aggregate, would be expected to have a material adverse effect on our business, financial condition, results of operations or cash flows if determined adversely to us.

### ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in the section entitled “Risk Factors” in our 2016 Annual Report on Form 10-K. Please review the Risk Factors set forth in our 2016 Annual Report on Form 10-K.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

#### (a)Recent Sales of Unregistered Securities:

During the second quarter of 2017, our operating partnership issued partnership units in private placements in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act, in the amounts and for the consideration set forth below:

During the second quarter of 2017, the Company issued an aggregate of 22,221 shares of its common stock in connection with restricted stock awards for no cash consideration, out of which no shares of common stock were forfeited to the Company in connection with tax withholding obligations for restricted stock awards for a net issuance of 22,221 shares of common stock. For each share of common stock issued by the Company in connection with such an award, our operating partnership issued a restricted common unit to the Company as provided in our operating partnership’s partnership agreement. During the second quarter of 2017, our operating partnership issued an aggregate of 22,221 common units to the Company.

All other issuances of unregistered equity securities of our operating partnership during the second quarter of 2017 have previously been disclosed in filings with the SEC. For all issuances of units to the Company, our operating partnership relied on the Company’s status as a publicly traded NYSE-listed company with over \$6.86 billion in total consolidated assets and as our operating partnership’s majority owner and sole general partner as the basis for the exemption under Section 4(a)(2) of the Securities Act.

#### (b)Use of Proceeds from Registered Securities: None

#### (c)Purchases of Equity Securities by the Issuer and Affiliated Purchasers: None

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

### ITEM 5. OTHER INFORMATION

Not applicable.

62

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## ITEM 6. EXHIBITS

| Exhibit No. | Description  | Incorporated by Reference |            |             | Filing Date       |
|-------------|--|---------------------------|------------|-------------|-------------------|
|             |  | Form                      | File No.   | Exhibit No. |                   |
| 3.1         | Articles of Amendment and Restatement of Hudson Pacific Properties, Inc.   | S-11/A                    | 333-164916 | 3.1         | May 12, 2010      |
| 3.2         | Second Amended and Restated Bylaws of Hudson Pacific Properties, Inc.  | 8-K                       | 001-34789  | 3.1         | January 12, 2015  |
| 3.3         | Fourth Amended and Restated Agreement of Limited Partnership of Hudson Pacific Properties, L.P.  | 10-K                      | 001-34789  | 10.1        | February 26, 2016 |
| 3.4         | Certificate of Limited Partnership of Hudson Pacific Properties, L.P.  | 10-Q                      | 001-34789  | 3.4         | November 4, 2016  |
| 10.1        | Amended and Restated Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010 Incentive Award Plan*  | 8-K                       | 001-34789  | 10.1        | May 25, 2017      |
| 31.1        | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.   |                           |            |             |                   |
| 31.2        | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.   |                           |            |             |                   |
| 31.3        | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.   |                           |            |             |                   |
| 31.4        | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Hudson Pacific Properties, L.P.   |                           |            |             |                   |
| 32.1        | Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.  |                           |            |             |                   |
| 32.2        | Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.  |                           |            |             |                   |
| 101         | The following financial information from Hudson Pacific Properties, Inc.'s and Hudson Pacific Properties, L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Comprehensive Income (Loss) (unaudited), (iv) Consolidated Statements of Equity (unaudited), (v) Consolidated Statements of Capital (unaudited), (vi) Consolidated Statements of Cash Flows (unaudited) and (vii) Notes to Unaudited Consolidated Financial Statements ** |                           |            |             |                   |

Denotes a management contract or

\* compensatory plan or arrangement.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

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, thereunto duly authorized.

HUDSON PACIFIC PROPERTIES, INC.

Date: August 3, 2017 /S/ VICTOR J. COLEMAN

Victor J. Coleman

Chief Executive Officer (Principal Executive Officer)

HUDSON PACIFIC PROPERTIES, INC.

Date: August 3, 2017 /S/ MARK T. LAMMAS

Mark T. Lammas

Chief Operating Officer, Chief Financial Officer and Treasurer  
(Principal Financial Officer)

SIGNATURES

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, thereunto duly authorized.

HUDSON PACIFIC PROPERTIES, L.P.

Date: August 3, 2017 /S/ VICTOR J. COLEMAN

Victor J. Coleman

Chief Executive Officer (Principal Executive Officer)

HUDSON PACIFIC PROPERTIES, L.P.

Date: August 3, 2017 /S/ MARK T. LAMMAS

Mark T. Lammas

Chief Operating Officer, Chief Financial Officer and Treasurer  
(Principal Financial Officer)