



- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 23, 2017, Highwoods Realty Limited Partnership (the “Operating Partnership”), the limited partnership through which Highwoods Properties, Inc. (the “Company”) conducts its operations, completed a public offering of \$300,000,000 aggregate principal amount of the Operating Partnership's 3.875% Notes due March 1, 2027. The terms of the notes are governed by an indenture, dated as of December 1, 1996, among the Operating Partnership, the Company, and U.S. Bank National Association (as successor in interest to Wachovia Bank, N.A. as merged with and into First Union National Bank of North Carolina), as trustee, and an officers' certificate dated as of February 23, 2017 establishing the terms of the notes.

The notes will bear interest at the rate of 3.875% per year and will mature on March 1, 2027. Interest on the notes will accrue from February 23, 2017 and will be payable in U.S. dollars semi-annually in arrears on March 1 and September 1 of each year, commencing September 1, 2017.

The notes were issued pursuant to the Operating Partnership's automatic shelf registration statement on Form S-3 (Registration No. 333-215936-01) including the related prospectus dated February 7, 2017, and a prospectus supplement dated February 13, 2017.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

See Item 1.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

No. Description

4.1 Form of 3.875% Notes due March 1, 2027

4.2 Officers' Certificate Establishing the Terms of the 3.875% Notes, dated February 23, 2017

5 Opinion of DLA Piper LLP (US) re legality

8 Opinion of DLA Piper LLP (US) re tax matters

23 Consent of DLA Piper LLP (US) (included in Exhibits 5 and 8)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HIGHWOODS PROPERTIES, INC.

By: /s/ Jeffrey D. Miller

Jeffrey D. Miller

Executive Vice President, General Counsel and Secretary

HIGHWOODS REALTY LIMITED PARTNERSHIP

By: Highwoods Properties, Inc., its general partner

By: /s/ Jeffrey D. Miller

Jeffrey D. Miller

Executive Vice President, General Counsel and Secretary

Dated: February 23, 2017