

Hudson Pacific Properties, Inc.  
Form SC 13D/A  
May 16, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934\***  
**(Amendment No. 2)**

**Hudson Pacific Properties, Inc.**

**(Name of Issuer)**

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

**(Title of Class of Securities)**

**444097109**

**(CUSIP Number)**

**Frank Cohen**

**The Blackstone Group LP**

**345 Park Avenue**

**New York, New York 10154**

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

*with a copies to:*

**Brian M. Stadler, Esq.**

**Edgar J. Lewandowski, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

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

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

**May 10, 2016**

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

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

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

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

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

---

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 7,339,856\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 7,339,856\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,339,856\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.0%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 4,522,411\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 4,522,411\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,522,411\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

4.3%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V.TE.1 Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,568,827\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH 2,568,827\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,568,827\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

2.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V.TE.1 Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,582,767\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 1,582,767\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,582,767\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.6%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V.TE.2 Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 6,599,768\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 6,599,768\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,599,768\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

6.3%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V.TE.2 Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 4,066,412\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 4,066,412\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,066,412\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

3.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V.F Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,804,603\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,804,603\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,804,603\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See  
Instructions)

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

1.8%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP V.F Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,111,896\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,111,896\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,111,896\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BRE Holdings V Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 739,720\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 739,720\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

739,720\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.7%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BRE Holdings V Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 455,204\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 455,204\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

455,204\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 5,117,690\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 5,117,690\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,117,690\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

4.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 3,160,266\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 3,160,266\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,160,266\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

3.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI.TE.1 Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,490,425\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,490,425\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,490,425\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI.TE.1 Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 920,365\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 920,365\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

920,365\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI.TE.2 Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 3,124,730\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0  
SOLE DISPOSITIVE POWER

PERSON

WITH 3,124,730\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,124,730\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

3.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI.TE.2 Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,929,577\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,929,577\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,929,577\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI AV Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,536,416\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 2,536,416\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,536,416\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

2.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP VI AV Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,566,283\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 1,566,283\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,566,283\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP (AIV) VI Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,791\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 15,791\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,791\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

Less than 0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BREP (AIV) VI Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 9,751\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 9,751\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,751\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

Less than 0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BRE Holdings VI Holdco A LLC  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

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

..  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 90,383\*  
8 SHARED VOTING POWER

OWNED BY

EACH 0  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 90,383\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

90,383\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BRE Holdings VI Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 55,813\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 55,813\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,813\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BFREP VI SMD Holdco A LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 309,182\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 309,182\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

309,182\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See  
Instructions)

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

0.3%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

HPP BFREP VI SMD Holdco B LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 190,927\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 190,927\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

190,927\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.2%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners V L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 11,862,267\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,165,728\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,862,267\*  
10 SHARED DISPOSITIVE POWER

2,165,728\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,027,995\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

12.3%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners V.TE.1 L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 4,151,594\*

8 SHARED VOTING POWER

OWNED BY

EACH

26,736\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 4,151,594\*  
10 SHARED DISPOSITIVE POWER

26,736\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,178,330\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

4.0%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners V.TE.2 L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 10,666,180\*

8 SHARED VOTING POWER

OWNED BY

EACH

26,736\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 10,666,180\*  
10 SHARED DISPOSITIVE POWER

26,736\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,692,916\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

9.6%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners V.F L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,916,499\*

8 SHARED VOTING POWER

OWNED BY

EACH

26,736\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 2,916,499\*  
10 SHARED DISPOSITIVE POWER

26,736\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,943,235\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

2.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

---

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Holdings V L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,194,924\*

8 SHARED VOTING POWER

OWNED BY

EACH

26,736\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,194,924\*  
10 SHARED DISPOSITIVE POWER

26,736\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,221,660\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.2%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners VI L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8,277,956\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 8,277,956\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,416,948\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

9.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners VI.TE.1 L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,410,790\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 2,410,790\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,410,790\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

2.4%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners VI.TE.2 L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 5,054,307\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 5,054,307\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,054,307\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

4.8%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners VI (AV) L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 4,102,699\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 4,102,699\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,102,699\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

3.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Partners (AIV) VI L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 25,542\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 25,542\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,542\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

Less than 0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Holdings VI L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 146,196\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 146,196\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,196\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Family Real Estate Partnership VI SMD L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 500,109\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 500,109\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500,109\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Nantucket Services L.L.C.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 26,736\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 26,736\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,736\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

Less than 0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackhawk Services II LLC

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,138,992\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 2,138,992\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,138,992\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

2.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Associates VI L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 19,871,294\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 2,138,992\*  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 19,871,294\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,010,286\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

18.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Real Estate Associates V L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 29,596,540\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,165,728\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 29,596,540\*  
10 SHARED DISPOSITIVE POWER

2,165,728\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,762,268\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See  
Instructions)

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

24.3%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

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

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,194,924\*

8 SHARED VOTING POWER

OWNED BY

EACH

26,736\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,194,924\*  
10 SHARED DISPOSITIVE POWER

26,736\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,221,660\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.2%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

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

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 146,196\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 146,196\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,196\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Family GP L.L.C.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 500,109\*  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 500,109\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500,109\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

0.5%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings II L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 30,818,200\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 30,818,200\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,957,192\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

25.0%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

BREA V L.L.C.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 29,596,540\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,165,728\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 29,596,540\*  
10 SHARED DISPOSITIVE POWER

2,165,728\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,762,268\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

24.3%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings III L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Quebec

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 20,017,490\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 20,017,490\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,156,482\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

18.2%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

BREA VI L.L.C.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 19,871,294\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 19,871,294\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,010,286\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

18.1%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings I/II GP Inc.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 30,818,200\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 30,818,200\*  
10 SHARED DISPOSITIVE POWER

11 2,138,992\*  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 32,957,192\*  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See  
Instructions)

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

14 25.0%\*  
TYPE OF REPORTING PERSON (See Instructions)

CO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings III GP L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 20,017,490\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 20,017,490\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,156,482\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

18.2%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Holdings III GP Management L.L.C.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 20,017,490\*

8 SHARED VOTING POWER

OWNED BY

EACH

2,138,992\*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 20,017,490\*  
10 SHARED DISPOSITIVE POWER

2,138,992\*  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,156,482\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

18.2%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

The Blackstone Group L.P.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 52,974,682\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 52,974,682\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,974,682\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

34.8%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

PN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).



---

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Blackstone Group Management L.L.C.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 52,974,682\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 52,974,682\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,974,682\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

34.8%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

SCHEDULE 13D

CUSIP No. 444097109

1 NAMES OF REPORTING PERSONS

Stephen A. Schwarzman

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 53,474,791\*

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 53,474,791\*  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,474,791\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

36.9%\*  
14 TYPE OF REPORTING PERSON (See Instructions)

IN

\* Without regard to the Ownership Limitation (as defined in the Original Schedule 13D).

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

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

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

On May 10, 2016, the Issuer entered into a purchase agreement with the Holdco B Subsidiaries, Nantucket Services L.L.C. and Blackhawk Services II LLC (collectively, the Blackstone Sellers ), pursuant to which the Issuer agreed to purchase from the Blackstone Sellers an aggregate of 10,000,000 OP Units, at a purchase price of \$29.08 per OP Unit (the Purchase Agreement ). The purchase described above was in connection with the Issuer entering into an underwriting agreement, dated as of May 10, 2016, with the underwriter (the Underwriter ) and selling stockholders party thereto (the Underwriting Agreement ), pursuant to which the Issuer agreed to sell 10,117,223 shares of its Common Stock and the selling stockholders party thereto agreed to sell 482,777 shares of Common Stock in an underwritten offering (the Offering ). The Issuer intended to use the net proceeds received by it in the Offering to purchase the 10,000,000 OP Units from the Blackstone Sellers and 117,223 OP Units from other sellers. The transactions described herein closed on May 16, 2016.

In connection with the Offering, the Blackstone Sellers agreed with the Underwriter, subject to specified exceptions, not to offer, pledge or sell, or enter into any agreement to sell or otherwise dispose of or transfer, any shares of Common Stock or securities convertible into or exchangeable or exercisable for shares of Common Stock, for a period of 30 days after May 10, 2016, except with the prior written consent of the Underwriter (the Lock-up Agreement ).

References to and descriptions of the Lock-up Agreement set forth above in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of the Lock-up Agreement, a form of which has been filed as Exhibit F hereto and incorporated herein by reference.

On January 13, 2016, John G. Schreiber, former Partner and Co-Founder of Blackstone Real Estate Advisors, resigned from the Issuer's board of directors (the Board ). Mr. Schreiber was appointed to the Board in April 2015 as one of three director nominees of the Sponsor Stockholders pursuant to the terms of the Stockholders Agreement. The Sponsor Stockholders have indicated to the Issuer that they would not designate an individual to replace Mr. Schreiber.

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

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

(a) and (b). Calculations of the percentage of shares of Common Stock beneficially owned assumes that there are a total of 100,125,744 shares of Common Stock outstanding upon completion of the May 2016 Offering, as reported in the Issuer's prospectus supplement filed on May 10, 2016, and takes into account the number of OP Units that may be deemed to be beneficially owned by the Reporting Persons, as applicable. Pursuant to the terms of the limited partnership agreement of the Operating Partnership, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Issuer, cash.

Edgar Filing: Hudson Pacific Properties, Inc. - Form SC 13D/A

The aggregate number and percentage of shares of Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of the Schedule 13D and are incorporated herein by reference. The amounts set forth on the cover pages of the Schedule 13D are without regard to the Ownership Limitation (as defined below).

Notwithstanding the above, the number of shares of Common Stock for which the OP Units are exchangeable is limited pursuant to the Ownership Limitation. As of the date hereof, 35,767,735 OP Units that would otherwise be exchangeable may not be exchanged for shares of Common Stock as a result of the Ownership Limitation.

As of the date hereof:

HPP BREP V Holdco A LLC directly owns 1,913,567 shares of Common Stock and 5,426,289 OP Units, HPP BREP V.TE.1 Holdco A LLC directly owns 669,716 shares of Common Stock and 1,899,111 OP Units, Blackstone HPP BREP V.TE.2 Holdco A LLC directly owns 1,720,620 shares of Common Stock and 4,879,148 OP Units, HPP BREP V.F Holdco A LLC directly owns 470,476 shares of Common Stock and 1,334,127 OP Units, HPP BRE Holdings V Holdco A LLC directly owns 192,760 shares of Common Stock and 546,960 OP Units, HPP BREP VI Holdco A LLC directly owns 1,335,362 shares of Common Stock and 3,782,328 OP Units, HPP BREP VI.TE.1 Holdco A LLC directly owns 388,898 shares of Common Stock and 1,101,527 OP Units, HPP BREP VI.TE.2 Holdco A LLC directly owns 815,338 shares of Common Stock and 2,309,392 OP Units, HPP BREP VI AV Holdco A LLC directly owns 661,829 shares of Common Stock and 1,874,587 OP Units, HPP BREP (AIV) VI Holdco A LLC directly owns 4,120 shares of Common Stock and 11,671 OP Units, HPP BRE Holdings VI Holdco A LLC directly owns 23,584 shares of Common Stock and 66,799 OP Units and HPP BFREP VI SMD Holdco A LLC directly owns 80,675 shares of Common Stock and 228,507 OP Units;

HPP BREP V Holdco B LLC directly owns 4,522,411 OP Units, HPP BREP V.TE.1 Holdco B LLC directly owns 1,582,767 OP Units, Blackstone HPP BREP V.TE.2 Holdco B LLC directly owns 4,066,412 OP Units, HPP BREP V.F Holdco B LLC directly owns 1,111,896 OP Units, HPP BRE Holdings V Holdco B LLC directly owns 455,204 OP Units, HPP BREP VI Holdco B LLC directly owns 3,160,266 OP Units, HPP BREP VI.TE.1 Holdco B LLC directly owns 920,365 OP Units, HPP BREP VI.TE.2 Holdco B LLC directly owns 1,929,577 OP Units, HPP BREP VI AV Holdco B LLC directly owns 1,566,283 OP Units, HPP BREP (AIV) VI Holdco B LLC directly owns 9,751 OP Units, HPP BRE Holdings VI Holdco B LLC directly owns 55,813 OP Units and HPP BFREP VI SMD Holdco B LLC directly owns 190,927 OP Units; and

Nantucket Services L.L.C. directly owns 4,313 shares of Common Stock and 22,423 OP Units and Blackhawk Services II LLC directly owns 345,053 shares of Common Stock and 1,793,939 OP Units.

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

(c) On May 16, 2016, pursuant to the Purchase Agreement, the Blackstone Sellers sold an aggregate of 10,000,000 OP Units to the Issuer at a price of \$29.08 per OP Unit. The number of OP Units sold by each Blackstone Seller pursuant to the Purchase Agreement is set forth below:

<b>Name of Blackstone Seller</b>	<b>No. of OP Units Sold</b>
HPP BREP V Holdco B LLC	2,218,292
HPP BREP V.TE.1 Holdco B LLC	776,365
HPP BREP V.TE.2 Holdco B LLC	1,994,618
HPP BREP V.F Holdco B LLC	545,397
HPP BRE Holdings V Holdco B LLC	223,455
HPP BREP VI Holdco B LLC	1,548,011

Edgar Filing: Hudson Pacific Properties, Inc. - Form SC 13D/A

HPP BREP VI.TE.1 Holdco B LLC	450,827
HPP BREP VI.TE.2 Holdco B LLC	945,176



HPP BREP VI AV Holdco B LLC	767,221
HPP BREP (AIV) VI Holdco B LLC	4,777
HPP BRE Holdings VI Holdco B LLC	27,339
HPP BFREP VI SMD Holdco B LLC	93,522
Nantucket Services, LLC	5,000
Blackhawk Services II LLC	400,000

Except as set forth in this Schedule 13D, none of the Reporting Persons has effected any transactions in the Common Stock during the past 60 days.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended by amending and restating the third paragraph under the Margin Loan Facility section as follows:

As of the date hereof, the Borrower has borrowed an aggregate of \$350.0 million under the Loan Agreement. Subject to the satisfaction of certain conditions, the Borrower may borrow up to an additional \$100.0 million under the Loan Agreement if the existing or new lenders agree to provide such additional advances. After giving effect to the release of the 10,000,000 OP Units from the security interests granted under the Pledge Agreements in connection with the sale of OP Units described in Item 4 above, 8,276,945 shares of Common Stock and 43,032,118 OP Units collectively remain pledged by the Borrower, the Holdco A Subsidiaries and the Holdco B Subsidiaries pursuant to the Pledge Agreements to secure borrowings under the Loan Agreement.

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

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

Exhibit F Form of Lock-up Agreement, dated as of May 10, 2016, by and among Hudson Pacific Properties, Inc. and the Blackstone Sellers.

SIGNATURES

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

Dated: May 16, 2016

**HPP BREP V HOLDCO A LLC**

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

**HPP BREP V HOLDCO B LLC**

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

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

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

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

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

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

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

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

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

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

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

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

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

**HPP BRE HOLDINGS V HOLDCO A LLC**

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

**HPP BRE HOLDINGS V HOLDCO B LLC**

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

**HPP BREP VI HOLDCO A LLC**

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

**HPP BREP VI HOLDCO B LLC**

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

**HPP BFREP VI SMD HOLDCO A LLC**

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

**HPP BFREP VI SMD HOLDCO B LLC**

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

**HPP BRE HOLDINGS VI HOLDCO A  
LLC**

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

**HPP BRE HOLDINGS VI HOLDCO B  
LLC**

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

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

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

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

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

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

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

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

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

**HPP BREP VI AV HOLDCO A LLC**

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

**HPP BREP VI AV HOLDCO B LLC**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

By: /s/ Frank Cohen

Name: Frank Cohen  
Title: Senior Managing Director

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

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

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

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

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



**BLACKHAWK SERVICES II LLC**

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

**BLACKSTONE REAL ESTATE ASSOCIATES V I**

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

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

**BLACKSTONE REAL ESTATE ASSOCIATES VI**

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

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

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

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

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

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

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

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

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

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

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

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

**BLACKSTONE HOLDINGS II L.P.**

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

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

**BLACKSTONE HOLDINGS III L.P.**

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

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

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

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

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

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

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

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

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

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

**THE BLACKSTONE GROUP L.P.**

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

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

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

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

/s/ Stephen A. Schwarzman  
Stephen A. Schwarzman