

HFF, Inc.  
Form 8-K  
July 02, 2008

**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 27, 2008**

**HFF, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**001-33280**  
(Commission File Number)

**51-0610340**  
(I.R.S. Employer  
Identification No.)

**One Oxford Centre  
301 Grant Street, Suite 600  
Pittsburgh, Pennsylvania 15219  
(412) 281-8714**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - 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**

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**SIGNATURE**

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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 27, 2008, one of HFF, Inc.'s operating partnerships, Holliday Fenoglio Fowler, L.P. ( "HFF LP" ), entered into a second amendment to its existing \$40.0 million credit facility with the lenders under the aforementioned credit facility. The second amendment modifies the calculation of the Consolidated Fixed Charge Coverage Ratio, as defined therein, as it relates to the Quarterly Tax Distributions, as defined therein, and also modifies certain annual and quarterly reporting obligations of HFF LP under the credit facility.

This Item 1.01 is qualified in its entirety by reference to the second amendment to the credit facility, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 10.1 Second Amendment to Amended and Restated Credit Agreement, dated as of June 27, 2008, by and among Holliday Fenoglio Fowler, L.P., the lenders from time to time party thereto, and Bank of America, N.A., as administrative agent.
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**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HFF, INC.

Dated: July 2, 2007

By: /s/ Gregory R. Conley

Gregory R. Conley  
Chief Financial Officer

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EXHIBIT INDEX

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>   |
|------------------------------|---|
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