Hudson Pacific Properties, Inc.

Form 3

January 13, 2014

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

OMB

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Hudson Pacific Properties, Inc. [HPP] Kim David T (Month/Day/Year) 01/01/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O FARALLON CAPITAL (Check all applicable) MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE _X_ 10% Owner Director 2100 Officer __X__ Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Member of Group Owning 10% Filing(Check Applicable Line) _X_ Form filed by One Reporting Person SAN Form filed by More than One FRANCISCO. CAÂ 94111 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) See footnotes (1) (2) (3) (4)Ι Common Stock, par value \$0.01 per share 12,233,861 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

3. Title and Amount of 1. Title of Derivative Security 6. Nature of Indirect 2. Date Exercisable and Beneficial Ownership (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Partnership Units	08/29/2011	(5)	Common Stock, par value \$0.01 per share	1,813,518	\$ <u>(6)</u>	I	See footnotes (7) (2) (3) (4)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kim David T C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CAÂ 94111

Â X Â Member of Group Owning 10%

Signatures

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for David T. Kim

01/13/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The amount of securities shown in this row is, in the aggregate, owned directly by Farallon Capital Partners, L.P. ("FCP"), Farallon Capital Institutional Partners, L.P. and Farallon Capital Institutional Partners III, L.P. (collectively, the "Farallon Funds"). All such securities were previously reported by the Farallon Funds, Farallon Partners, L.L.C. ("FPLLC") and related individuals on Forms 4 filed

- on July 1, 2010, January 24, 2011, May 5, 2011, June 13, 2011, May 22, 2012, June 11, 2012 and May 21, 2013 and on Form 3 filed on January 20, 2011 (collectively, the "Prior Filings"). There have been no transactions in such securities by any such entities or individuals since the filing of the Prior Filings.
- FPLLC, as the general partner of each of the Farallon Funds, may be deemed to be a beneficial owner of the Issuer's securities held by the (2) Farallon Funds. Effective as of January 1, 2014, David T. Kim ("Kim") became a managing member of FPLLC with the power to exercise investment discretion and, as such, may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds.

Each of Kim and the individuals identified in the Prior Filings disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or therein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or

- (3) otherwise, except to the extent of his or her pecuniary interest, if any. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or in the Prior Filings for purposes of Section 16 of the '34 Act or otherwise, except as to securities representing its pro rata interest in, and interest in the profits of, the Farallon Funds.
- Kim, together with the entities and individuals identified in the Prior Filings, may be deemed members of a group holding equity

 (4) securities of the Issuer. The filing of this Form 3 shall not be deemed to be an admission that such entities and individuals are members of such group.
- (5) Not applicable.
- (6) Represents common units of limited partnership interest ("OP Units") in Hudson Pacific Properties, L.P., a Maryland limited partnership of which the Issuer is the sole general partner. OP Units are redeemable, beginning August 29, 2011, for cash equal to the then-current market value of one share of the Issuer's common stock or, at the election of the Issuer, for shares of the Issuer's common stock on a

Reporting Owners 2

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one-to-one basis.

The amount of OP Units shown in this row is owned directly by FCP. All such OP Units were previously reported by FCP, FPLLC and related individuals in the Prior Filings. There have been no transactions in such securities by any such entities or individuals since the filing of the Prior Filings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.