

HGR LIQUIDATING TRUST

Filed by

MACKENZIE REALTY CAPITAL, INC.

FORM SC TO-T/A

(Amended tender offer statement by Third Party)

Filed 11/21/18

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CIK	0001453818
SIC Code	6798 - Real Estate Investment Trusts
Industry	Commercial REITs
Sector	Financials
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Amendment No. 3

HINES GLOBAL REIT, INC.
(Name of Subject Company)

MACKENZIE REALTY CAPITAL, INC., CMG PARTNERS, LLC, AND COASTAL REALTY BUSINESS TRUST
(Bidders)
SHARES OF COMMON STOCK
(Title of Class of Securities)

None or unknown
(CUSIP Number of Class of Securities)

Christine Simpson
MacKenzie Capital Management, LP
89 Davis Road, Suite 100
Orinda, CA 94563
(925) 631-9100 ext. 1024

Copy to:
Chip Patterson, Esq.
MacKenzie Capital Management, LP
89 Davis Road, Suite 100
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(Name, Address, and Telephone Number of
Person Authorized to Receive Notices and
Communications on Behalf of Bidder)

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
\$16,605,000	\$2,012.53

* For purposes of calculating the filing fee only. Assumes the purchase of 2,700,000 Shares at a purchase price equal to \$6.15 per Share in cash.

☒ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,143.13
Form or Registration Number: SC TO-T
Filing Party: MacKenzie Realty Capital, Inc.
Date Filed: October 2, 2018

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third party tender offer subject to Rule 14d-1.
☐ issuer tender offer subject to Rule 13e-4.
☐ going private transaction subject to Rule 13e-3
☐ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

TENDER OFFER

This Final Amendment to the Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by: MacKenzie Realty Capital, Inc., CMG Partners, LLC, and Coastal Realty Business Trust (collectively the "Purchasers") to purchase up to 2,700,000 shares of common stock (the "Shares") in Hines Global REIT, Inc. (the "REIT"), the subject company, at a purchase price equal to \$6.15 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase") dated October 1, 2018 (the "Offer Date") and the related Assignment Form.

The Offer resulted in the tender by shareholders, and acceptance for payment by the Purchasers, of a total of 24,479.961 Shares. Following the purchase of all the tendered Shares, the Purchasers will own an aggregate of approximately 24,479.961 Shares, or approximately 0.01% of the total outstanding Shares.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 20, 2018

MacKenzie Realty Capital, Inc.

By: /s/ Chip Patterson
Chip Patterson, Secretary

Coastal Realty Business Trust
By: MacKenzie Capital Management, LP, Trustee

By: /s/ Chip Patterson
Chip Patterson, Secretary

CMG Partners, LLC

By: /s/ Mark Swenson, Manager