

HFF, Inc.
Form 8-K
June 28, 2010

**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 28, 2010

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 7.01 Regulation FD Disclosure

On June 28, 2010, HFF, Inc. (the Company) issued a press release announcing, among other things, that it had been informed by HFF Holdings LLC that the overwhelming majority of the members of HFF Holdings LLC have agreed to modify the terms of their existing rights to exchange membership units in HFF Holdings LLC for shares of the Company's Class A common stock. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 of Form 8-K and the attached Exhibit 99.1 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release, dated June 28, 2010, announcing that the overwhelming majority of HFF Holdings LLC members agreed to modify existing Exchange Rights, and the vast majority of members also voluntarily agreed to extend the term of their respective existing employment agreements and to impose resale restrictions on a portion of their respective shares of Class A common stock.
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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: June 28, 2010

By: /s/ Gregory R. Conley
Gregory R. Conley
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Press Release, dated June 28, 2010, announcing that the overwhelming majority of HFF Holdings LLC members agreed to modify existing Exchange Rights, and the vast majority of members also voluntarily agreed to extend the term of their respective existing employment agreements and to impose resale restrictions on a portion of their respective shares of Class A common stock. |