
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): April 24, 2023

KBS REAL ESTATE INVESTMENT TRUST II, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of
Incorporation or Organization)

000-53649

(Commission File Number)

26-0658752

(I.R.S. Employer
Identification No.)

**800 Newport Center Drive, Suite 700
Newport Beach, California 92660**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(949) 417-6500**

Not Applicable

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Assignment and Assumption Agreement

On April 25, 2023, KBS Real Estate Investment Trust II, Inc. (the “Company”) entered into an Assignment and Assumption Agreement (the “Agreement”) with KBS Capital Advisors Sub REIT II Liquidation LLC (the “Assignee”), a wholly owned subsidiary of KBS Capital Advisors LLC (the “Advisor”), the Company’s external advisor. Pursuant to the Agreement, the Company, on behalf of itself, KBS Limited Partnership II and all of their subsidiaries (together, the “Company Entities”), transferred certain remaining assets and liabilities (such assets and liabilities, the “Assigned Assets and Liabilities”) to the Assignee and the Assignee agreed to accept and perform all of the obligations, liabilities, covenants, duties and agreements of the Company Entities with respect to the Assigned Assets and Liabilities and to assume all liabilities with respect to the Assigned Assets and Liabilities. The Assigned Assets and Liabilities include cash, certain insurance and interest receivables and liabilities for transfer agent fees, legal expenses, audit fees, tax preparation fees and other miscellaneous expenses to wind down the Company. In connection with the Assignee’s acceptance and assumption of the Assigned Assets and Liabilities, the Advisor capitalized Assignee with cash in excess of the estimated liabilities transferred to the Assignee. Assignee also agreed to maintain cash reserves at all times that is in excess of the outstanding liabilities transferred until such time as all such liabilities have been fully paid or are no longer outstanding.

ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

On April 24, 2023, the Company filed articles of dissolution (the “Articles of Dissolution”) with the State Department of Assessments and Taxation of Maryland (the “SDAT”) pursuant to the Company’s plan of complete liquidation and dissolution (the “Plan of Liquidation”). The Plan of Liquidation was approved by the Company’s board of directors on November 13, 2019, subject to stockholder approval, and was approved by the Company’s stockholders on March 5, 2020. The Articles of Dissolution became effective upon their acceptance for record by the SDAT on April 24, 2023 (the “Effective Date”).

As of the Effective Date, the Company directed its transfer agent to close the Company’s stock transfer books and at such time cease recording stock transfers except by will, intestate succession or operation of law.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

The disclosure set forth above under Item 3.03 with respect to the filing of the Articles of Dissolution is incorporated herein by reference.

ITEM 8.01 OTHER EVENTS

Final Liquidating Distribution Authorized

Pursuant to the terms of the Company’s Plan of Liquidation, on April 25, 2023, the Company’s board of directors authorized a final liquidating distribution in the amount of \$0.73433444 per share of common stock to the Company’s stockholders of record as of the close of business on April 25, 2023 (the “Final Liquidating Distribution”). The Final Liquidating Distribution will be funded from proceeds from the sale of Union Bank Plaza which closed on March 30, 2023 and the remaining net proceeds from the Company’s liquidation. The Company expects to pay the Final Liquidating Distribution on April 28, 2023.

The Final Liquidating Distribution will generally be characterized as a return of capital, to the extent the stockholder has sufficient basis, and will be included in each stockholder’s Form 1099 for the year ending December 31, 2023. Stockholders are advised to consult their tax advisors regarding the tax consequences of the Final Liquidating Distribution in light of his or her particular investment or tax circumstances.

Following the payment of the Final Liquidating Distribution, all shares of the Company’s outstanding common stock will be cancelled and no longer deemed to be outstanding and all rights of the holders thereof as stockholders will cease and terminate. In addition, the Company will file appropriate notification with the Securities and Exchange Commission to fully terminate its obligations under the U.S. securities laws.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Ex.	Description
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99.1	Articles of Dissolution of KBS Real Estate Investment Trust II, Inc.
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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SIGNATURES

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

KBS REAL ESTATE INVESTMENT TRUST II, INC.

Dated: April 27, 2023

BY: /s/ Jeffrey K. Waldvogel

Jeffrey K. Waldvogel

Chief Financial Officer, Treasurer and Secretary

KBS REAL ESTATE INVESTMENT TRUST II, INC.

ARTICLES OF DISSOLUTION

KBS Real Estate Investment Trust II, Inc., a Maryland corporation (hereinafter called the “Company”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The name of the Company is as set forth above, and the address of the principal office of the Company in the State of Maryland is c/o Registered Agent Solutions, Inc., 8007 Baileys Lane, Pasadena, Maryland 21122.

SECOND: The name and address of the resident agent of the Company in the State of Maryland, who shall serve for one year after dissolution and thereafter until the affairs of the Company are wound up, are: Registered Agent Solutions, Inc., 8007 Baileys Lane, Pasadena, Maryland 21122.

THIRD: The name and address of each director of the Company are as follows:

<u>Name</u>	<u>Address</u>
Charles J. Schreiber, Jr.	800 Newport Center Drive Suite 700 Newport Beach, California 92660
Jeffrey A. Dritley	800 Newport Center Drive Suite 700 Newport Beach, California 92660
Stuart A. Gabriel, Ph.D.	800 Newport Center Drive Suite 700 Newport Beach, California 92660
Ron D. Sturzenegger	800 Newport Center Drive Suite 700 Newport Beach, California 92660

FOURTH: The name, title and address of each officer of the Company are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Charles J. Schreiber, Jr.	Chairman of the Board, Chief Executive Officer and President	800 Newport Center Drive Suite 700 Newport Beach, California 92660
Jeffrey K. Waldvogel	Chief Financial Officer, Treasurer and Secretary	800 Newport Center Drive Suite 700 Newport Beach, California 92660
Stacie K. Yamane	Chief Accounting Officer and Assistant Secretary	800 Newport Center Drive Suite 700 Newport Beach, California 92660

FIFTH: The dissolution of the Company has been approved in the manner and by the vote required by law and the charter of the Company, as follows:

(a) The Board of Directors of the Company, at a duly held meeting, adopted resolutions, among other related items (i) approving the sale of all of the Company's assets and the Company's dissolution pursuant to the Company's Plan of Complete Liquidation and Dissolution (the "Plan of Liquidation"), pending the approval of the Company's stockholders; (ii) determining that the terms and conditions of the Plan of Liquidation are fair to the Company's stockholders, advisable and in best interest of the Company's stockholders; and (iii) directing that the Plan of Liquidation, the sale of all of the Company's assets and the Company's dissolution pursuant to the Plan of Liquidation be submitted for consideration by the Company's stockholders at the Company's annual meeting of stockholders.

(b) The stockholders of the Company, at a duly held meeting, approved the sale of all of the Company's assets and the Company's dissolution pursuant to the Plan of Liquidation as so proposed by the Board of Directors of the Company.

SIXTH: On or before April 3, 2023, notice of the approved dissolution of the Company, as required by Section 3-404 of the Maryland General Corporation Law, was mailed to all known creditors of the Company.

SEVENTH: The Company is hereby dissolved.

EIGHTH: The undersigned acknowledges these Articles of Dissolution to be the corporate act of the Company and as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[Signatures on following page.]

IN WITNESS WHEREOF, the Company has caused these Articles of Dissolution to be signed in its name and on its behalf by its Chairman of the Board, Chief Executive Officer and President and attested by its Chief Financial Officer, Treasurer and Secretary on this 24th day of April 2023.

ATTEST:

KBS REAL ESTATE INVESTMENT TRUST II, INC.

By: /s/ Jeffrey K. Waldvogel
Name: Jeffrey K. Waldvogel
Title: Chief Financial Officer,
Treasurer and Secretary

By: /s/ Charles J. Schreiber, Jr.
Name: Charles J. Schreiber, Jr.
Title: Chairman of the Board, Chief Executive
Officer and President