

WELLS REAL ESTATE INVESTMENT TRUST II INC  
Form 8-K  
May 09, 2011

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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): 05/06/2011

Wells Real Estate Investment Trust II, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 000-51262

MD  
(State or other jurisdiction of  
incorporation)

20-0068852  
(IRS Employer  
Identification No.)

6200 The Corners Parkway  
Norcross, GA 30092-3365  
(Address of principal executive offices, including zip code)

770-449-7800  
(Registrant's telephone number, including area code)

(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 May 6, 2011, the board of directors of Wells Real Estate Investment Trust II, Inc. (the "Company") unanimously recommended that the Company's stockholders reject a mini-tender offer conducted by Madison REIT Liquidity, LLC for up to 20,000,000 shares of common stock at a price of \$5.50 per share. Among the factors considered by the board of directors in reaching its recommendation was the fact that the Company is currently redeeming shares under its share redemption program at 60% of their original issue price, or \$6.00 per share in most cases. For more information regarding the share redemption program, including limitations on redemption, please refer to Company's 2010 Annual Report on Form 10-K/A filed on March 21, 2011 at [www.sec.gov](http://www.sec.gov).

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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.

Wells Real Estate Investment Trust II, Inc.

Date: May 9, 2011

By: /s/ Douglas P. Williams  
Douglas P. Williams  
Executive Vice President