

WELLS REAL ESTATE INVESTMENT TRUST II INC  
Form 8-K  
August 27, 2010

**UNITED STATES**  
**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): August 27, 2010

**WELLS REAL ESTATE INVESTMENT TRUST II, INC.**

(Exact name of registrant specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

000-51262  
(Commission File Number)

20-0068852  
IRS Employer

Identification No.

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**6200 The Corners Parkway**

**Norcross, Georgia 30092-3365**

(Address of principal executive offices)

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

**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))

**Item 7.01 Regulation FD Disclosure**

On August 27, 2010, Wells Real Estate Investment Trust II, Inc. (the Company) issued a mailing to stockholders in connection with the recommendation by the Company's board of directors that its stockholders reject an unsolicited mini-tender offer by MIRELF III REIT Investments II, LLC for up to 25,000,000 shares, or approximately 4.9%, of the Company's outstanding common stock. A copy of the mailing to stockholders is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is included with this Report:

99.1 Mailing to stockholders of Wells Real Estate Investment Trust II, Inc.

**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.**

Dated: August 27, 2010

By: /s/ Douglas P. Williams  
Douglas P. Williams

*Executive Vice President*

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Mailing to stockholders of Wells Real Estate Investment Trust II, Inc.