

HFF, Inc.  
Form DEF 14A  
April 29, 2008

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**HFF, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

**Table of Contents**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

Date: May 29, 2008

Time: 10:30 a.m. Eastern Daylight Savings Time

Place: Rivers Club  
One Oxford Centre (4th Floor)  
301 Grant Street  
Pittsburgh, Pennsylvania 15219

Purpose:

1. To elect three Class II directors to the Company's Board of Directors, each for a term of three years until their respective successors have been elected and qualified.
2. To ratify the appointment of Ernst & Young LLP as the Company's independent, registered certified public accountants.
3. To transact any other business that may properly come before the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Whether or not you plan to attend the Annual Meeting, please complete, sign, date and return the enclosed proxy promptly in the accompanying reply envelope.

You are entitled to vote if you were a stockholder at the close of business on April 18, 2008.

By Order of the Board of Directors

Nancy O. Goodson  
Chief Operating Officer and Secretary

Pittsburgh, Pennsylvania  
April 29, 2008

Admittance to the meeting will be limited to stockholders eligible to vote or their authorized representative(s). Beneficial owners holding shares through an intermediary such as a bank or broker will be admitted only upon proof of ownership.

---

HFF, INC.  
ONE OXFORD CENTRE  
301 GRANT STREET, SUITE 600  
PITTSBURGH, PENNSYLVANIA 15219

## PROXY STATEMENT

This Proxy Statement and the accompanying proxy card are being mailed, beginning on or about May 6, 2008, to owners of shares of HFF, Inc. ( we , us or the Company ) Class A common stock and Class B common stock in connection with the solicitation of proxies by the Board of Directors for the 2008 Annual Meeting of Stockholders. This proxy procedure is necessary to permit all common stockholders, many of whom live throughout the United States and in foreign countries and are unable to attend the Annual Meeting, to vote. The Board of Directors encourages you to read this document thoroughly and to take this opportunity to vote on the matters to be decided at the Annual Meeting.

## CONTENTS

	<b>Page</b>
<u>Special Note Regarding the Registrant</u>	1
<u>Voting Procedures</u>	2
<u>Corporate Governance</u>	3
<u>Election of Directors (Item 1 on Proxy Card)</u>	6
<u>Ratification of Appointment of Independent, Registered Certified Public Accountants (Item 2 on Proxy Card)</u>	8
<u>Submission of Stockholder Proposals</u>	9
<u>Audit Committee Report</u>	9
<u>Compensation Discussion and Analysis</u>	10
<u>Compensation Committee Report</u>	15
<u>Our Mission and Vision Statement</u>	16
<u>Summary Compensation Table</u>	16
<u>Grants of Plan Based Awards</u>	20
<u>Outstanding Equity Awards at Fiscal Year-End</u>	20
<u>Director Compensation</u>	21
<u>Security Ownership of Certain Beneficial Owners and Directors and Officers</u>	22
<u>Certain Relationships and Related Party Transactions</u>	24
<u>Executive Officers</u>	29
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	30
<u>Audit Fees</u>	30
<u>Audit-Related Fees</u>	30
<u>Tax Fees</u>	30
<u>All Other Fees</u>	30
<u>Audit Committee Pre-Approval Policy</u>	31
<u>Householding</u>	31
<u>Other Business</u>	31

**Table of Contents**

**SPECIAL NOTE REGARDING THE REGISTRANT**

In connection with our initial public offering of our Class A common stock in February 2007, we effected a reorganization of our business, which had previously been conducted through HFF Holdings LLC ( HFF Holdings ) and certain of its wholly owned subsidiaries, including Holliday Fenoglio Fowler, L.P. and HFF Securities L.P. (together, the Operating Partnerships ) and Holliday GP Corp. ( Holliday GP ). In the reorganization, HFF, Inc., a newly-formed Delaware corporation, purchased from HFF Holdings all of the shares of Holliday GP, which is the sole general partner of each of the Operating Partnerships, and approximately 45% of the partnership units in each of the Operating Partnerships (including partnership units in the Operating Partnerships held by Holliday GP) in exchange for the net proceeds from the initial public offering and one share of Class B common stock of HFF, Inc. Following this reorganization and as of the closing of the initial public offering on February 5, 2007, HFF, Inc. is a holding company holding partnership units in the Operating Partnerships and all of the outstanding shares of Holliday GP. HFF Holdings and HFF, Inc., through their wholly-owned subsidiaries, are the only limited partners of the Operating Partnerships. We refer to these transactions collectively in this Proxy Statement as the Reorganization Transactions. Unless we state otherwise, the information in this Proxy Statement gives effect to these Reorganization Transactions.

Unless the context otherwise requires, references to (1) HFF Holdings refer solely to HFF Holdings LLC, a Delaware limited liability company that was previously the holding company for our consolidated subsidiaries, and not to any of its subsidiaries, (2) HFF LP refer to Holliday Fenoglio Fowler, L.P., a Texas limited partnership, (3) HFF Securities refer to HFF Securities L.P., a Delaware limited partnership and registered broker-dealer, (4) Holliday GP refer to Holliday GP Corp., a Delaware corporation and the general partner of HFF LP and HFF Securities, (5) HoldCo LLC refer to HFF Partnership Holdings LLC, a Delaware limited liability company and a wholly-owned subsidiary of HFF, Inc. and (6) Holdings Sub refer to HFF LP Acquisition LLC, a Delaware limited liability company and wholly-owned subsidiary of HFF Holdings. Our business operations are conducted by HFF LP and HFF Securities, which are sometimes referred to in this Proxy Statement as the Operating Partnerships. Also, except where specifically noted, references in this Proxy Statement to the Company, we or us mean HFF, Inc., the newly formed Delaware corporation and its consolidated subsidiaries after giving effect to the Reorganization Transactions.

Our internet website is [www.hfflp.com](http://www.hfflp.com). The information on our internet website is not incorporated by reference in this Proxy Statement.

---

**Table of Contents**

**VOTING PROCEDURES**

**Your vote is very important.** Your shares can only be voted at the Annual Meeting if you are present or represented by proxy. Whether or not you plan to attend the Annual Meeting, you are encouraged to vote by proxy to assure that your shares will be represented. Stockholders may vote by means of completing a proxy card and mailing it in the postage-paid envelope provided. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record.

You may revoke your proxy at any time before it is voted at the Annual Meeting by (a) giving written notice to the Secretary of the Company, (b) submitting a proxy bearing a later date, or (c) casting a ballot at the Annual Meeting. Properly executed proxies that are received before the Annual Meeting's adjournment will be voted in accordance with the directions provided. If no directions are given, your shares will be voted by one of the individuals named on your proxy card as recommended by the Board of Directors. If you wish to give a proxy to someone other than those named on the proxy card, you should cross out those names and insert the name(s) of the person(s), not more than three, to whom you wish to give your proxy.

**Who can vote?** Stockholders of record as of the close of business on April 18, 2008 are entitled to vote. On that day, 16,445,000 shares of Class A common stock and one share of Class B common stock were outstanding and eligible to vote. Each share of our Class A common stock will entitle its holder to one vote on all matters to be voted on by stockholders at the Annual Meeting. Class B common stock entitles its holder, HFF Holdings, to a number of votes that is equal to the total number of shares of Class A common stock for which the partnership units that HFF Holdings holds in the Operating Partnerships as of April 18, 2008 are exchangeable. A list of stockholders eligible to vote will be available at the headquarters of HFF, Inc. located at One Oxford Centre, 301 Grant Street, Suite 600, Pittsburgh, Pennsylvania 15219, beginning May 18, 2008. Stockholders may examine this list during normal business hours for any purpose relating to the Annual Meeting.

**How does the Board of Directors recommend I vote?** The Board of Directors recommends a vote **FOR** each Board of Directors nominee (Item 1), and **FOR** the ratification of the Board of Directors' appointment of Ernst & Young LLP as the independent, registered certified public accountants of the Company for the upcoming year (Item 2).

**What shares are included in the proxy card?** The proxy card represents all the shares of common stock and common stock registered to your account. Each share is entitled to one vote on each matter presented at the Annual Meeting other than in the election of directors.

**How do I vote by proxy?** Stockholders may vote by proxy by returning the proxy card through the mail. To vote, sign and date each proxy card you receive, mark the boxes indicating how you wish to vote, and return the proxy card in the postage-paid envelope provided.

**How are votes counted?** The Annual Meeting will be held if a quorum, consisting of a majority of the outstanding shares of common stock entitled to vote, is represented. Broker non-votes, votes withheld and abstentions will be counted for purposes of determining whether a quorum has been reached. When nominees, such as banks and brokers, holding shares on behalf of beneficial owners do not receive voting instructions from the beneficial owners by the tenth day before the Annual Meeting, the nominees may vote those shares only on matters deemed routine by the New York Stock Exchange, such as the election of directors and ratification of the appointment of independent accountants. On non-routine matters, nominees cannot vote and there is a so-called "broker non-vote" on that matter. Abstentions are counted in tabulations of the votes cast by stockholders on the proposals and will have the effect of a negative vote.

**Who will count the vote?** The Company's transfer agent, American Stock Transfer & Trust Company, will tally the vote, which will be certified by an Inspector of Elections.

**Who is soliciting this proxy?** Solicitation of proxies is made on behalf of the Board of Directors. The Company will pay the cost of preparing, assembling and mailing the notice of Annual Meeting, this Proxy Statement and the accompanying proxy card. In addition to the use of mail, proxies may be solicited by directors, officers and regular employees of the Company, without additional compensation. Proxies may be solicited by mail, in person or by telephone or other electronic means. The Company will reimburse brokerage houses and other nominees for their expenses in forwarding proxy materials to beneficial owners of the Company's Class A common stock.



**Table of Contents**

**CORPORATE GOVERNANCE**

In accordance with Delaware General Corporation Law and the Company's Amended and Restated Certificate of Incorporation and Restated Bylaws, the Company's business, property and affairs are managed under the direction of the Board of Directors. Although directors are not involved in the day-to-day operating details, they are kept informed of the Company's business through written reports and documents provided to them regularly, as well as by operating, financial and other reports presented by the Chairman and officers of the Company at meetings of the Board of Directors and committees of the Board of Directors.

**Meetings of the Board of Directors and its Committees.** The Board of Directors had seven meetings during 2007. The incumbent directors in the aggregate attended at least 75% of the Board of Directors and assigned committee meetings.

**Attendance at the Annual Meeting.** The Company strongly encourages each of its directors to attend its Annual Meeting of Stockholders. In 2007, each of the directors of the Company attended the Annual Meeting of Stockholders.

**Director Independence.** The Board of Directors has determined that the following directors are independent under the independence standards promulgated by the New York Stock Exchange (NYSE): John Z. Kukral, Deborah H. McAneny, George L. Miles, Jr., Lenore M. Sullivan and McHenry T. Tichenor, Jr. In making its determinations regarding director and director nominee independence, the Board of Directors considered, among other things:

any material relationships with the Company, its subsidiaries or its management, aside from such director's or director nominee's service as a director;

transactions between the Company, on the one hand, and the directors and director nominees and their respective affiliates, on the other hand;

transactions outside the ordinary course of business between the Company and companies at which some of its directors are or have been executive officers or significant stakeholders, and the amount of any such transactions with these companies; and

relationships among the directors and director nominees with respect to common involvement with for-profit and non-profit organizations.

The independent directors of the Company meet periodically at regularly scheduled executive sessions without the non-independent directors. Mr. Kukral serves as the presiding director at such meetings.

**Lead Independent Director.** The role of lead independent director is to serve in a lead capacity to coordinate the activities of the other non-employee directors and to perform such other duties and responsibilities as the Board of Directors may determine. The Board of Directors has elected Mr. Kukral to serve as the Company's lead independent director.

**Committees of the Board of Directors.** The Board of Directors has established three standing committees.

*Audit Committee* In 2007, the Audit Committee had six meetings. The Audit Committee is responsible for, among other things, directly appointing, retaining, evaluating, compensating and terminating our independent, registered public accounting firm; discussing with our independent, registered public accounting firm their independence from

management; reviewing with our independent, registered public accounting firm the scope and results of their audit; pre-approving all audit and permissible non-audit services to be performed by the independent, registered public accounting firm; overseeing the financial reporting process and discussing with management and our independent, registered public accounting firm the interim and annual financial statements that we file with the Securities and Exchange Commission; and reviewing and monitoring our accounting principles, policies and financial and accounting controls. The Board of Directors of the Company has adopted a written charter for the Audit Committee, which is publicly available at [www.hfflp.com](http://www.hfflp.com) on the Investor Relations page and is also available in print to any stockholder who requests it. The members of the Audit Committee are George L. Miles, Jr., Deborah H. McAneny and McHenry T. Tichenor, Jr. The Board of Directors has determined that each of the members of the Audit Committee is independent under the listing standards promulgated by the NYSE and as that term is used in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended. The Board of Directors has determined that Mr. Miles qualifies as an Audit Committee financial expert as that term is defined by applicable securities laws and Securities

**Table of Contents**

and Exchange Commission regulations, and has designated him as the Audit Committee's financial expert.

*Compensation Committee* There were four meetings of the Compensation Committee in 2007. The Compensation Committee is responsible for, among other things, reviewing and recommending director compensation policies to the Board of Directors; making recommendations, at least annually, to the Board of Directors regarding our policies relating to the amounts and terms of all compensation of our executive officers; and administering and discharging the authority of the Board of Directors with respect to our equity plans. A copy of the Compensation Committee's written charter is publicly available at [www.hfflp.com](http://www.hfflp.com) on the Investor Relations page and is also available in print to any stockholder who requests it. The members of the Compensation Committee are John Z. Kukral, Lenore M. Sullivan and George L. Miles, Jr. The Board of Directors has determined that each of the members of the Compensation Committee is independent under the listing standards of the NYSE, and each member is an outside director within the meaning of the Treasury Regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

*Corporate Governance and Nominating Committee* In 2007, the Corporate Governance and Nominating Committee met two times. The Corporate Governance and Nominating Committee is responsible for, among other things, selecting potential candidates to be nominated for election to the Board of Directors; recommending potential candidates for election to the Board of Directors; reviewing corporate governance matters; and making recommendations to the Board of Directors concerning the structure and membership of other Board of Directors committees. A copy of the Nominating and Governance Committee's written charter is publicly available [www.hfflp.com](http://www.hfflp.com) on the Investor Relations page and is also available in print to any stockholder who requests it. The members of the Nominating and Governance Committee are Deborah H. McAneny, Lenore M. Sullivan, McHenry T. Tichenor, Jr. and John Z. Kukral. The Board of Directors has determined that each of the members of the Nominating and Governance Committee is independent under the listing standards of the NYSE.

**Stockholder Communications.** Stockholders and other parties interested in communicating directly with any of the individuals who are directors of the Company or the Board of Directors as a group may do so by writing to Investor Relations, HFF, Inc., One Oxford Centre, 301 Grant Street, Suite 600, Pittsburgh, Pennsylvania 15219. The Company's policy is to deliver such communications directly to the Board of Directors.

**Code of Conduct and Ethics and Corporate Governance Guidelines.** The Board of Directors is committed to ethical business practices. The Company adopted a Code of Conduct and Ethics in 2007. This code of conduct applies to all of the Company's employees and directors and includes the code of ethics for the Company's principal executive officer, principal financial officer, principal accounting officer or controller within the meaning of the Securities and Exchange Commission regulations adopted under the Sarbanes-Oxley Act of 2002, as amended. The Company's Code of Conduct and Ethics, as well as the Company's Corporate Governance Guidelines, is posted on the Company's website at <http://www.hfflp.com> on the Investor Relations page. Each of the Company's Code of Conduct and Ethics and the Company's Corporate Governance Guidelines is also available in print to any stockholder who requests it.

**Director Compensation.** Our policy is not to pay director compensation to directors who are also our employees. Each outside director is paid a base annual retainer of \$50,000. Each outside director has received a grant of approximately 4,167 options to purchase shares of our Class A common stock, which will vest annually over three years. Each newly-elected outside director will receive an initial election grant of options to purchase shares of our Class A common stock with a Black-Scholes (or similar valuation method) value of \$30,000, which will vest annually over three years. Because certain of our initial outside directors are subject to re-election prior to serving a full three-year term, each Class I outside directors re-elected at our annual meeting of stockholders in 2007 was granted options to purchase shares of our Class A common stock with a Black-Scholes (or similar valuation method) value of \$10,000, vesting three years after grant, and, if re-elected at the Annual Meeting, each Class II outside director will receive similar options with a Black-Scholes (or similar valuation method) value of \$20,000, half of which will vest

after two years with the remainder vesting after three years. Thereafter, re-elected directors will receive grants of options to purchase Class A common stock identical to those granted to newly-elected directors. Each outside director will receive an annual grant of restricted stock units based upon our Class A common stock with a Black-Scholes (or similar valuation

**Table of Contents**

method) value of \$40,000 on the grant date and not ratably over three years.

The chair of the Audit Committee receives an additional annual retainer of \$10,000 and the chair of each of the Compensation Committee and Nominating and Corporate Governance Committee receives an additional annual retainer of \$5,000.

We reimburse all non-employee directors for reasonable expenses incurred to attend meetings of our Board of Directors or committees. Other than as described above, we do not expect to provide any of our directors with any other compensation or perquisites.

In addition to the payments described above, we allow voluntary deferral by our directors of up to 100% of the cash retainer, committee fees and equity awards to a future date elected by the director. The deferred retainer and fees are deemed invested in an investment fund based upon our Class A common stock or another investment vehicle such as an interest-bearing cash account.

**Certain Relationships and Related Transactions.** We have a policy that the Board of Directors or a committee designated by the Board of Directors review any transaction in which the Company and its directors, executive officers or their immediate family members are participants to determine whether a related party has a direct or indirect material interest in the transaction. This policy has been stated orally and is complimented by the written conflict of interest policy in our Code of Conduct and Ethics.

**Compensation Committee Interlocks and Insider Participation.** During 2007, no member of the Compensation Committee was an officer or employee of the Company, or any of its subsidiaries, or was formerly an officer of the Company or any of its subsidiaries. No member of the Compensation Committee had any relationship requiring disclosure by the Company under any paragraph of Item 404 of Regulation S-K. Furthermore, no member of the Compensation Committee had a relationship that requires disclosure under Item 407(e)(4) of Regulation S-K.

**Submission of Director Nominations.** The Nominating and Governance Committee will consider director nominees submitted by stockholders to the Board of Directors in accordance with the procedures set forth in the Company's Amended and Restated Bylaws. Those procedures require a stockholder to deliver notice to the Company's Secretary or Assistant Secretary at the principal executive offices of the Company not less than 90 nor more than 120 days prior to the first anniversary of the preceding year's Annual Meeting of Stockholders, except that in the case where the size of the Board of Directors is increased without public announcement at least 80 days prior to the first anniversary of the preceding year's annual meeting, such notice shall be considered timely if made no later than the close of business on the tenth day following the public announcement of such by the Company (provided that if no public announcement is made at least 10 days before the meeting, such notice is not required). Such notice must be in writing and must include (i) the name and address of the nominating stockholder, as they appear on the Company's books, (ii) the class and number of shares of the Company's stock which are owned beneficially and of record by the nominating stockholder, (iii) certain representations, (iv) the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected, and (iv) any information regarding the nominee that is required under Regulation 14A of the Securities Exchange Act of 1934, as amended, to be included in a proxy statement relating to the election of directors. Candidates for the Board of Directors are evaluated through a process that may include background and reference checks, personal interviews with members of the Nominating and Governance Committee and a review of the candidate's qualifications and other relevant characteristics. Candidates recommended by the stockholders of the Company are evaluated on the same basis as other candidates (other than directors standing for re-election) recommended by the Company's directors, officers, third party search firms or other sources. However, through its own resources, the Nominating and Governance Committee expects to be able to identify an ample number of qualified candidates.



Table of Contents

**ELECTION OF DIRECTORS  
ITEM 1 ON PROXY CARD**

The Company's directors are divided into three classes. The members of each class serve for a staggered, three-year term. Upon the expiration of the term of a class of directors, directors in that class will be elected for three-year terms at the annual meeting of stockholders in the year in which their term expires. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. The Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws allow the Board of Directors to set the number of directors on the Board of Directors. The Board of Directors currently consists of nine Directors.

The term of office of one class of directors expires each year in rotation so that one class is elected at each annual meeting of stockholders for a three-year term. The term of the Class II directors will expire at the Annual Meeting. The other directors will remain in office for the remainder of their respective terms, as indicated below.

Director candidates are nominated by the Board of Directors upon the recommendation of the Nominating and Governance Committee. The Nominating and Governance Committee has recommended the three nominees below, each of whom is currently a director of the Company. Stockholders are also entitled to nominate director candidates for the Board of Directors in accordance with the procedures set forth on page 10 under the heading "Submission of Director Nominations."

The person named on the accompanying form of proxy will vote the shares **FOR** the nominees, unless you instruct otherwise. Each nominee has consented to stand for election and the Board of Directors does not anticipate that any nominee will be unavailable to serve. In the event that one or more of the nominees should become unavailable to serve at the time of the Annual Meeting, the shares represented by proxy will be voted for the remaining nominees and any substitute nominee(s) designated by the Board of Directors.

Set forth below is information regarding each nominee for Class II director, as well as each Class I and Class III director, each of whose term will continue after the Annual Meeting.

**NOMINEES FOR CLASS II DIRECTORS**

*Mark D. Gibson.* Mr. Gibson is one of our founding partners having joined our predecessor firm, Holliday Fenoglio & Company, in 1984. He became a director of HFF, Inc. in November 2006 and has held the positions of Executive Managing Director and member of the operating committee of HFF Holdings since 2003. Mr. Gibson is an Assistant Chairman/Council Member of IOPC Gold in the Urban Land Institute; Chairman of the University of Texas Real Estate Finance & Investment Center; Member and Former Board of Directors Member of the Real Estate Council of Dallas; and is a member of International Council of Shopping Centers, Mortgage Bankers Association of America, and Young Presidents Organization. Mr. Gibson graduated in 1981 from the University of Texas at Austin with a BBA in Finance. Age: 49

*George L. Miles, Jr.* Mr. Miles is president and Chief Executive Officer of WQED Multimedia, the public broadcaster in southwestern Pennsylvania, and became a director of HFF, Inc. and Chairman of the Audit Committee in January 2007. He joined WQED in 1994 after serving ten years as Executive Vice President and Chief Operating Officer of WNET/Thirteen in New York. Prior to that he held executive positions at KDKA, Pittsburgh; WPCQ, Charlotte; the Westinghouse Television Group; and WBZ-TV, Boston. Earlier in Mr. Miles' career he was a contract auditor at the U.S. Department of Defense and a manager at Touche Ross & Co. He earned his BA degree from Seton

Hall University and his MBA from Fairleigh Dickinson University. He serves on the Board of Directors of American International Group, Inc. (AIG) Audit Committee; WESCO International, Inc.; Equitable Resources, Inc.; Harley Davidson, Inc. Audit Committee; the University of Pittsburgh; and the UPMC Health System. He is the former Chairman of the Association for America's Public Television Stations and the Urban League of Pittsburgh, Inc. Age: 66



**Table of Contents**

*Joe B. Thornton, Jr.* Mr. Thornton became a director of HFF, Inc. in November 2006 and has held the position of Executive Managing Director and a member of the operating committee of HFF Holdings since 2003. Mr. Thornton operates from our Dallas office. Mr. Thornton joined HFF's predecessor firm, Holliday Fenoglio, Inc., in March 1992. He has held several senior positions with the firm, including Board of Directors Member and Principal. Prior to his employment with us, he was a Senior Vice President of The Joyner Mortgage Company, Inc., where he was responsible for the origination of commercial mortgage and equity transactions, and a Senior Accountant with the Audit Division of Peat Marwick Mitchel & Co. Mr. Thornton is a licensed Real Estate Salesman in the State of Texas. Mr. Thornton graduated from the University of Texas at Austin with a BBA in Accounting in 1982. Age: 47

**The Board of Directors recommends a vote FOR each of the nominees listed above.**

**INCUMBENT CLASS I DIRECTORS TO CONTINUE IN OFFICE  
FOR TERMS EXPIRING IN 2010**

*John Z. Kukral.* Mr. Kukral is currently President of Northwood Investors, a real estate investment company, and became a director on the Board of Directors of HFF, Inc. in January 2007. Mr. Kukral started his career at JMB Realty Corporation in 1982 and was most recently (1994 to 2005) with Blackstone Real Estate Advisors where he served as President and Chief Executive Officer from 2002 until 2005. Mr. Kukral graduated from Northwestern University and received an MBA from Harvard University. Mr. Kukral is a member of the Board of Directors of Aircastle Limited and is a Trustee of the Urban Land Institute and a Governor of the Urban Land Foundation. Age: 48

*Deborah H. McAneny.* Ms. McAneny is currently the Chief Operating Officer of Benchmark Assisted Living, LLC and became a director on the Board of Directors of HFF, Inc. in January 2007. Prior to this, Ms. McAneny was employed at John Hancock Financial Services for 20 years, including as Executive Vice President for Structured and Alternative Investments and a member of its Policy Committee from 2002 to 2004, as Senior Vice President for John Hancock's Real Estate Investment Group from 2000 to 2002 and as a Vice President of the Real Estate Investment Group from 1997 to 2000. She received a BS from the University of Vermont. Ms. McAneny is currently a member of the Board of Directors of KKR Financial Corp. and the Board of Directors of Trustees of the University of Vermont and The Rivers School. She is a past president of the Commercial Mortgage Securities Association. Age: 49

*John H. Pelusi, Jr.* Mr. Pelusi has served as a director and Chief Executive Officer of HFF, Inc. since its inception in November 2006. He is also currently an Executive Managing Director of HFF LP, a position he has held since 2001, and a member of the operating committee and the Managing Member of HFF Holdings since June 16, 2003. Mr. Pelusi has over 25 years of experience in commercial real estate, including investment sales, note sales, debt placement, equity, structured finance and loan servicing. Mr. Pelusi joined HFF LP in May 1998, and prior to that he was the Managing Partner of PNS Realty Partners, L.P. Mr. Pelusi is currently a member of the Board of Directors of Trustees for the University of Pittsburgh, the Board of Directors for the University of Pittsburgh Medical Center, the Board of Directors of Trustees for the Holy Family Foundation, and the Board of Directors for the Manchester Bidwell Corporation. He is also a member of the Real Estate Roundtable, the International Council of Shopping Centers (ICSC) and the Mortgage Bankers Association. Age: 53

**INCUMBENT CLASS III DIRECTORS TO CONTINUE IN OFFICE FOR  
TERMS EXPIRING IN 2009**

*John P. Fowler.* Mr. Fowler became a director of HFF, Inc. in November 2006. In addition, he has been an Executive Managing Director of HFF, L.P. and member of the operating committee of HFF Holdings since 2003. Mr. Fowler began his career in the real estate finance business in 1968 and spent four years in the Real Estate Department of John Hancock Mutual Life Insurance Company. In 1972 he joined a New England-based mortgage banking and development company, and in 1974 formed Fowler, Goedecke & Co., a predecessor to Fowler Goedecke Ellis &

O Connor, Inc., which was merged into our predecessor in 1998. Mr. Fowler is

**Table of Contents**

active in the Urban Land Institute, Real Estate Finance Association, Mortgage Bankers Association, International Council of Shopping Centers, National Association of Industrial & Office Properties, and Artery Business Committee. He received his BA from Brown University. Age: 62

*Lenore M. Sullivan.* Ms. Sullivan became a director on the Board of Directors of HFF, Inc. in January 2007. Ms. Sullivan is currently a partner in Perella Weinberg Partners, a financial services firm. From 2002 through 2007, Ms. Sullivan served as the Associate Director for the Real Estate and Finance and Investment Center at the University of Texas at Austin. From 2000 to 2002, she was Vice President of Hunt Private Equity Group, Inc. and from 1992 to 2000 she was the President and co-owner of Stonegate Advisors, an investment banking firm. Ms. Sullivan graduated cum laude from Smith College with a degree in economics and government and a minor in urban studies. She holds a MBA from Harvard Business School. Ms. Sullivan is a member of the Board of Directors of Parkway Properties, Inc., where she also sits on the audit and corporate governance and nominating committees. She is a Charter Investor in the Texas Women Ventures Fund, and sits on the investment advisory and investment committees of the fund. She is a partner in Republic Holdings Texas, L.P., and sits on the investment committee of the fund. Ms. Sullivan has served as a member of the Advisory Board of Directors of Capstone Partners and is a full member of the Urban Land Institute and the Pension Real Estate Association. Age: 50

*McHenry T. Tichenor, Jr.* Mr. Tichenor became a director on the Board of Directors of HFF, Inc. in January 2007 and is currently a private investor and Executive Director of the WWW Foundation. He was, until December 31, 2004, Executive Vice President of Univision Communications Inc. and was President of its radio division. From 1997 through 2003, Mr. Tichenor was Chairman, President and Chief Executive Officer of Hispanic Broadcasting Corporation prior to its merger with Univision in September 2003. From 1981 until February 1997, Mr. Tichenor was the President, Chief Executive Officer and a director of Tichenor Media System, Inc. He received a BA with Honors in 1977 and a MBA from the University of Texas at Austin in 1979. Mr. Tichenor currently serves as a member of the Board of Directors of 8e6 Technologies. Age: 52

**RATIFICATION OF APPOINTMENT OF  
INDEPENDENT, REGISTERED CERTIFIED PUBLIC ACCOUNTANTS  
ITEM 2 ON PROXY CARD**

The Board of Directors, acting upon the recommendation of the Audit Committee, asks that the stockholders ratify the selection of Ernst & Young LLP as the Company's independent, registered certified public accountants to audit and report upon the financial statements of the Company for the 2008 fiscal year. Ratification requires the affirmative vote of a majority of eligible shares present at the Annual Meeting, in person or by proxy, and voting thereon. Unless otherwise specified by the stockholders, the shares of stock represented by the proxy will be voted FOR ratification of the appointment of Ernst & Young LLP as the Company's independent, registered certified public accountants.

Although the submission to stockholders of the appointment of Ernst & Young LLP is not required by law or the Company's Restated By-Laws, the Audit Committee believes it is appropriate to submit this matter to stockholders to allow a forum for stockholders to express their views with regard to the Audit Committee's selection. In the event the stockholders fail to ratify the appointment, the Board of Directors will reconsider its selection. Even if the selection is ratified, the Board of Directors, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Board of Directors determines that such a change would be in the best interests of the Company and its stockholders.

One or more representatives of Ernst & Young LLP are expected to be at the Annual Meeting. They will have an opportunity to make a statement and will be available to respond to appropriate questions.

**The Board of Directors recommends that the stockholders vote FOR the ratification of the selection of Ernst & Young LLP to serve as the Company's independent, registered certified public accountants for the 2008 fiscal year.**

**Table of Contents**

**SUBMISSION OF STOCKHOLDER PROPOSALS**

The next stockholder meeting will be held on or about May 29, 2009. Stockholders wishing to have a proposal included in the Board of Directors' 2009 Proxy Statement must submit the proposal so that the Secretary of the Company receives it no later than December 31, 2008 nor earlier than December 1, 2008, which is 120 days and 150 days prior to the first anniversary of the date this Proxy Statement was released to stockholders, respectively. The notice must describe various matters regarding the nominee or proposed business. The Securities and Exchange Commission rules set forth standards as to what stockholder proposals are required to be included in a proxy statement.

For any proposal that is not submitted for inclusion in next year's proxy statement (as described above) but is instead sought to be presented directly at next year's annual meeting, Securities and Exchange Commission rules permit management to vote proxies in its discretion if (a) the Company receives notice of the proposal before the close of business 45 days before the first anniversary of the mailing date of this Proxy Statement and advises stockholders in next year's proxy statement about the nature of the matter and how management intends to vote on such matter, or (b) the Company does not receive notice of the proposal prior to the close of business 45 days before the first anniversary of the mailing date of this Proxy Statement. Notices of intention to present proposals at the 2009 Annual Meeting should be addressed to the Chief Operating Officer and Secretary of HFF, Inc., One Oxford Centre, 301 Grant Street, Suite 600, Pittsburgh, Pennsylvania 15219. For further information regarding the submission of director nominations, see "Corporate Governance - Submission of Director Nominations" in this Proxy Statement.

**AUDIT COMMITTEE REPORT**

*Prior to our initial public offering, our business was conducted through HFF Holdings and the Operating Partnerships. In connection with our initial public offering, we completed the Reorganization Transactions in February 2007. The Audit Committee of the Company began operating in February 2007.*

*The information contained in this report shall not be deemed to be soliciting material or filed or incorporated by reference in future filings with the Securities and Exchange Commission, or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The Audit Committee appoints the independent accounting firm to be retained to audit the Company's financial statements, and once retained, the independent accounting firm reports directly to the Audit Committee. The Audit Committee consults with and reviews recommendations made by the accounting firm with respect to financial statements, financial records and financial controls of the Company and makes recommendations to the Board of Directors as it deems appropriate from time to time. The Audit Committee is responsible for pre-approving both audit and non-audit engagements with the independent accountants. The Board of Directors has adopted a written charter setting forth the functions the Audit Committee is to perform, and this report is made pursuant to that charter.

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors of HFF, Inc. Management is responsible for the Company's financial reporting process, including its system of internal controls, and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles. The Company's independent accountants are responsible for auditing those financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America. The Committee's responsibility is to monitor and review these processes. It

is not the Audit Committee's duty or responsibility to conduct auditing or accounting reviews.

The Audit Committee and the Chairman of the Audit Committee have met with management during fiscal year 2007 to consider the adequacy of the Company's internal controls, and discussed these matters and the overall scope and plans for the audit of the Company with the Company's independent, registered certified

## **Table of Contents**

public accountants during that time period, Ernst & Young LLP. The Audit Committee also discussed with senior management and Ernst & Young LLP the Company's disclosure controls and procedures.

In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the Annual Report on Form 10-K for the year ended December 31, 2007 with management, including a review of the quality, in addition to the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with Ernst & Young LLP, who are responsible for expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under auditing standards generally accepted in the United States, including the matters required to be discussed by Statement on Auditing Standards No. 61. The Audit Committee has received the written disclosures and the letter from Ernst & Young LLP required by Independence Standards Board of Directors Standard No. 1. In addition, the Audit Committee reviewed with Ernst & Young LLP their independence, including the compatibility of non-audit services performed with the accountant's independence.

The Audit Committee discussed with the Company's independent accountants the overall scope and plans for their audit. The Audit Committee has met with the independent accountants, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2007 for filing with the Securities and Exchange Commission.

The Audit Committee has appointed the firm of Ernst & Young LLP, registered, certified public accountants, as independent accountants to audit and report upon the Company's financial statements for the fiscal year ending December 31, 2008. The Company is requesting stockholder ratification of the appointment of Ernst & Young LLP. In appointing Ernst & Young LLP as the Company's auditors for fiscal year 2008, the Audit Committee has considered whether Ernst & Young LLP's provision of services other than audit services are compatible with maintaining their independence.

## **AUDIT COMMITTEE**

George L. Miles, Jr., Committee Chairman  
Deborah H. McAneny  
McHenry T. Tichenor, Jr.

## **COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis ( CD&A ) provides an overview of the Company's executive compensation programs for the Chief Executive Officer (CEO), Chief Operating Officer (COO) and Chief Financial Officer (CFO) (collectively, the named executive officers (NEOs)) together with a description of the material factors underlying the decisions which resulted in the 2007 compensation provided to the Company's NEOs as presented in the tables which follow this CD&A.

## ***Compensation Committee***

The Compensation Committee (the Committee) of the Board of Directors is composed of three non-employee directors, all of whom are independent directors under the listing standards of the New York Stock Exchange and the Securities and Exchange Commission rules. The Committee has responsibility for determining and implementing the Company's philosophy with respect to executive compensation. Accordingly, the Committee has overall responsibility for approving and evaluating the various components of the Company's executive compensation program. The Committee meets at least twice per year (and more often as necessary)



## **Table of Contents**

to discuss and review the compensation of the NEOs. The Committee annually reviews and approves the compensation of the CEO. The Committee also reviews and approves the compensation of the other NEOs after considering the recommendations of the CEO. In establishing and reviewing compensation for the NEOs, the Committee considers, among other things, the financial results of the Company, recommendations of management and compensation data for comparable companies. The Committee did not engage a compensation consultant in fiscal 2007.

The Committee operates under a written charter adopted by the Board of Directors of the Company on January 30, 2007. A copy of this charter is posted on the Company's website at <http://www.hfflp.com> on the Investor Relations page.

The Committee was formed and became operational at the time of our initial public offering. Prior to that time, compensation matters were generally handled by the Operating Committee of HFF Holdings and, if related to the compensation of members, then voted on the members of HFF Holdings.

### *Compensation Philosophy Mission and Vision Statement*

In connection with setting the compensation for executive officers, the Company has adopted the philosophy set forth in the Mission and Vision Statement (see below) of the Operating Partnerships. The Mission and Vision Statement reflects our pay for value-added performance philosophy. We believe this Mission and Vision Statement is critical to our continued success. The Mission and Vision Statement relies upon the concept that a client's interest must be placed ahead of ours or any individual working for us. Our goal is to hire and retain associates throughout the entire organization who have the highest ethical standards with the best reputation in the industry to preserve our culture of integrity, trust and respect. We endeavor to promote and encourage teamwork to ensure our clients have the best team on each transaction. Without the best people, we believe we cannot be the best firm and achieve superior results for our clients.

To enable us to achieve our goals, we must maintain a flexible compensation structure, including equity-based compensation awards, to appropriately recognize and reward our existing and future associates who profoundly affect our future success. The ability to reward superior performance is essential if we want to provide superior results for our clients.

The Committee's goals in structuring the Company's compensation program for its NEOs are to:

- provide incentives to achieve Company financial objectives;

- provide long-term incentives for the executive officers; and

- set compensation levels sufficiently competitive to retain and attract high quality executives and to motivate them to contribute to the Company's success.

The Committee has determined that to achieve these objectives, the Company's executive compensation program should reward both individual and Company short-term and long-term performance. To this end, the Committee believes that executive compensation packages provided by the Company to its executive officers should include both cash and stock-based compensation. However, the Committee does not rely on any policy or formula in determining the appropriate mix of cash and equity compensation, nor does it rely on any policy or formula in allocating long-term compensation to different forms of awards.

### *Setting Executive Compensation*

In making compensation decisions, the Committee considers the recommendations of management. The Committee also considers corporate and executive performance, an executive's level of experience and responsibility, an executive's current compensation level and historical compensation practices. In addition, the Committee may look at market data for comparable companies. The Committee does not attempt to maintain a specific percentile with respect to the peer group companies in determining compensation for NEOs. However, the Committee does periodically review information regarding compensation trends and levels from a variety of sources in making compensation decisions.

## **Table of Contents**

Prior to the Company's initial public offering, HFF Holdings retained the compensation consulting firm of Mercer Human Resource Consulting to evaluate its compensation practices and to assist in developing and implementing the executive compensation program and philosophy with respect to the COO and CFO. The CEO's compensation was not reviewed by Mercer due to the fact the Company had not yet established an independent Board of Directors or Compensation Committee prior to our initial public offering to review the CEO's compensation. The CEO, John H. Pelusi, Jr., did not want his compensation determined without the approval of an independent Board of Directors or Compensation Committee. In connection with its review of compensation for the COO and CFO as well as for outside directors, Mercer developed a competitive peer group comprised of 24 companies comparable in size to us which consummated an initial public offering in the past three years (2004 - 2006). Mercer performed analyses of competitive performance and compensation levels. It also met with senior management to learn about our business operations and strategy as a public company, key performance metrics and target goals, and the labor and capital markets in which we will compete. From time to time, our Board of Directors and/or Compensation Committee will evaluate the performance of our senior executives based on quantitative and qualitative performance criteria.

### *2007 Executive Compensation Components*

The Company's executive compensation program is composed of three principal components:

base salary;

cash bonuses; and

long-term incentives, consisting of equity awards.

In making decisions with respect to any element of a NEO's compensation, the Committee considers the total current compensation that such NEO may be awarded and any previously granted unvested equity awards. The Committee's goal is to award compensation that is reasonable in relation to the Company's compensation philosophy and objectives when all elements of potential compensation are considered.

### *Base Salaries*

*In General.* The Company provides NEOs with base salaries to compensate them for services rendered during the fiscal year. In determining base salaries, the Committee reviews base salaries paid at comparable companies and considers other factors, including:

historical information regarding compensation previously paid to NEOs;

the individual's experience and level of responsibility; and

the performance of the Company and the executive.

Generally, we believe that base salaries should be set at the low end to midrange of competitive levels, while providing somewhat higher bonuses based on the performance of the Company and the individual. Base salaries are reviewed annually; however, a decrease in base salary may be prohibited by an executive officer's employment agreement.

### *Compensation for Executive Officers During 2007*

During 2007, Mr. Pelusi was paid \$400,000 in base salary. This was the amount that Mr. Pelusi was paid for his role as Executive Managing Director and Managing Member of HFF Holdings prior to the Company's initial public offering. For 2007, Mr. Pelusi continued at his 2006 salary in his capacity as CEO since the Committee did not complete a comprehensive review of Mr. Pelusi's compensation until late in 2007.

Mr. Pelusi is also employed as a transaction professional of HFF LP, one of the two partnerships through which we conduct our business. He is primarily paid for his service as a transaction professional. His payment as a transaction professional is based upon commissions he earns for the capital markets revenue that through his efforts he brings into HFF LP. Like our other transaction professionals, Mr. Pelusi is entitled to receive commission payments equal to 50% of the adjusted collected fee amount that he has generated for HFF LP.

## **Table of Contents**

The adjusted collected fee amount is determined based upon the gross revenue actually received by HFF LP attributable to the efforts of Mr. Pelusi and after payment of all customary and appropriate fee splits with outside cooperating brokers or others. The adjusted collected fee amount is also reduced by related producer expenses, including all applicable management plan payments, bonus pool payments to analysts, splits with other producers and employees, and other similar compensation paid or payable to individuals involved in the generation of any commission revenue. In 2007, Mr. Pelusi earned commissions of \$1,696,588. This is consistent with HFF LP's pay for performance policy, as the compensation earned by Mr. Pelusi as a transaction professional is directly related to the amount of revenue he generates for HFF LP. In addition, in order to attract and retain top producers, such as Mr. Pelusi, it is critical that they share in the revenue and certain other income that they generate for the Operating Partnerships.

During 2007, the COO, Nancy O. Goodson, was paid a base salary of \$200,000 as set forth in her employment agreement with the Company. The Company entered into the employment agreement with Ms. Goodson in connection with our initial public offering. Her base salary for 2007 was established by the CEO and the Board of Directors. Among the factors considered in establishing her base salary were her skills and experience, historical base salary and the compensation consultant's report and recommendation.

The CFO, Gregory R. Conley, was hired in October 2006. In connection with his hiring, HFF LP set his base salary at \$215,000. The Company entered into an employment agreement with Mr. Conley in connection with our initial public offering. In this employment agreement, the CEO and Board of Directors set his base salary for 2007 at \$215,000. Among the factors considered in establishing his base salary were his skills and experience, historical base salary and the compensation consultant's report and recommendation.

## ***Bonuses***

*In General.* Annual cash bonuses are included as part of the executive compensation program because the Committee believes that a significant portion of each NEO's compensation should be contingent on the annual performance of the Company, as well as the individual contribution of the NEO. The Committee believes that this structure is appropriate because it aligns the interests of management and stockholders by rewarding executives for strong annual performance by the Company. Bonuses are intended to be on the high end of competitive levels to compensate for lower salaries.

In addition to our regular bonus program, our Chief Executive Officer will also be eligible for an annual bonus through our Profit Participation Bonus Plan.

### *2007 Performance Bonuses*

In connection with determining the bonus amount for Mr. Pelusi, the Committee consulted with the Operating Committee of the operating partnerships. After considering the performance of the Company and Mr. Pelusi, historic compensation practices and generally the compensation levels of chief executive officers at other companies (CB Richard Ellis Group, Inc., Jones Lang LaSalle Incorporated and Trammell Crow Company) the Committee approved a bonus of \$725,000 for Mr. Pelusi, or approximately 181% of his base salary. The Committee determined that this bonus amount was appropriate in light of the Company's performance, Mr. Pelusi's contributions to that performance and Mr. Pelusi's salary for 2007 (which was unchanged from 2006).

Mr. Pelusi also is eligible to participate in the HFF LP Profit Participation Bonus Plan. We believe the Profit Participation Bonus Plan rewards an office or line of business for an exceptionally productive year. In addition, the Profit Participation Bonus Plan rewards income generation as well as the ability of an office or line of business to control costs. This element of compensation is integral to HFF LP's compensation practices because it provides an understandable incentive to each of our offices and lines of business and allows us to reward superior performance.

The Profit Participation Bonus Plan, described in more detail in Profit Participation Bonus Plans below, provides that offices or lines of business that generate profit margins for their office or line of business of 14.5% or more are entitled to additional bonuses of an allocated share of 15% of net income from the office. The allocation of the profit participation bonus and how it is shared within

## **Table of Contents**

the office are determined by the office head in consultation with the Managing Member. Mr. Pelusi received a profit participation bonus of \$168,596 in 2007.

In connection with determining the bonus amounts for Ms. Goodson and Mr. Conley, the Committee consulted with the CEO. The Committee approved bonuses of \$100,000 and \$130,500 for Ms. Goodson and Mr. Conley, respectively, or approximately 50% and 61% of their respective base salaries. The Committee determined that these bonus amounts were appropriate in light of the respective performance of Ms. Goodson and Mr. Conley in their respective areas of responsibility.

### ***Long-Term Incentive Program***

Our Board of Directors believes that compensation paid to executive officers should be closely aligned with our performance on both a short-term and long-term basis, and that their compensation should assist us in recognizing and rewarding key executives who profoundly affect our future success through their value-added performances. Therefore, in January 2007 we adopted a new incentive compensation plan, the HFF, Inc. 2006 Omnibus Incentive Compensation Plan. That plan is designed to align management's performance objectives with the interests of our stockholders. Awards under our 2006 Omnibus Incentive Compensation Plan are administered by the Compensation Committee.

All grants of equity compensation to NEOs are made by the Committee. Whether grants are made and the type and size of any grants are based upon Company and individual performance, position held, years of service, level of experience and potential of future contribution to the Company's success. The Committee may also consider long-term incentive grants previously awarded to the NEOs, long-term incentive grants given to other executive officers throughout the Company's history and grant practices at comparable companies.

### ***2007 Equity Grants***

In connection with the initial public offering, the Committee granted each of Ms. Goodson and Mr. Conley \$300,006 worth of restricted shares of the Company's Class A common stock, based on the closing price of such stock on the grant date. This resulted in the grant of 16,667 restricted shares to each executive, based on an initial public offering price of \$18.00 per common share. These awards were granted to reward these executives for their contributions to the Company's pre-initial public offering performance and, in particular, their superior performance in implementing the Company's initial public offering. In addition, prior to the granting of those awards, none of these executives had significant holdings in the Company.

The restricted shares will vest, and the restrictions will cease to apply, in four equal tranches, on the second, third, fourth and fifth anniversaries of the grant date. The Committee believes that this vesting schedule serves to motivate and retain the recipients, providing continuing benefits to the Company beyond those achieved in the year of grant.

The Company has no formal program, plan or practice to time option grants to its executives in coordination with the release of material non-public information.

**Stock Ownership.** We have not yet developed a stock ownership policy, guidelines or requirements. The Committee is considering whether to adopt such a policy in the future for all or a select portion of our executive officers.

### ***Employment Agreements***

A description of the employment agreements of our current NEOs, Mr. Pelusi at HFF LP, Ms. Goodson and Mr. Conley at HFF, Inc., including a specific description of the components of each such executive officer's

compensation, is set forth below.



**Table of Contents**

***Other Compensation and Perquisite Benefits***

In addition to the principal categories of compensation described above, the Company provides its NEOs with coverage under its broad-based health and welfare benefits plans, including medical, dental, disability and life insurance. The Company also sponsors a 401(k) plan. The 401(k) plan is a tax-qualified retirement savings plan pursuant to which all employees, including the NEOs, are able to contribute to the 401(k) plan up to the limit prescribed by the Internal Revenue Code on a before-tax basis. The Company makes a matching contribution of 50% of the first 6% of pay contributed by the employee, up to a maximum of \$5,000, to the 401(k) plan. Annual salary subject to the Company match is capped at a maximum amount prescribed by the IRS each year. All contributions made by a participant vest immediately and matching contributions by the Company are fully vested after two years of service. These benefits are not tied to any individual or corporate performance objectives and are intended to be part of an overall competitive compensation program.

The NEOs are not generally entitled to benefits that are not otherwise available to all of our employees. In this regard it should be noted that the Company does not provide pension arrangements (other than the 401(k) Plan), post-retirement health coverage or similar benefits for its executives. The Company and the Committee believe that these benefits are consistent with the goal of attracting and retaining superior executive talent.

***Tax and Accounting Implications***

***Deductibility of Certain Compensation***

Section 162(m) of the Internal Revenue Code limits the deductions that may be claimed by a public company for compensation paid to certain individuals to \$1,000,000 except to the extent that any excess compensation is performance-based compensation. In 2007, the NEOs' base salary and bonuses were not considered performance-based under Section 162(m) and therefore all such compensation is subject to the \$1,000,000 limit. The CEO's commission payments are exempt from the 162(m) limits and Profit Participation Bonus Plan amounts earned by the CEO, and paid by the Operating Partnerships, are not subject to the Section 162(m) limits. The Committee intends to maintain flexibility to pay compensation that is not entirely deductible when the best interests of the Company make that advisable. In approving the amount and form of compensation for the NEOs, the Committee will continue to consider all elements of cost to the Company of providing such compensation, including the potential impact of Section 162(m).

The Committee considers the accounting impact in connection with equity compensation matters, however, these considerations do not significantly affect decisions on grants of equity compensation.

**COMPENSATION COMMITTEE REPORT**

*Prior to our initial public offering, our business was conducted through HFF Holdings and the Operating Partnerships. In connection with our initial public offering, we completed the Reorganization Transactions in February 2007. The Compensation Committee of the Company began operating in February 2007.*

The Compensation Committee of the Company has reviewed and discussed the above Compensation Discussion and Analysis with our management and, based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE

John Z. Kukral, Committee Chairman  
Lenore M. Sullivan  
George L. Miles, Jr.

**Table of Contents****OUR MISSION AND VISION STATEMENT**

*Our goal is to always put the client's interest ahead of the Firm and any individual within the Firm.*

*We will continue to strategically grow to achieve our objective of becoming the best and most dominant one-stop commercial real estate and capital markets intermediary offering the following:*

*Investment Banking and Advisory Services;*

*Investment Sales Services;*

*Notes Sales and Note Sale Advisory Services;*

*Entity and Project Level Equity Services and Placements as well as all forms of Structured Finance Solutions;*

*All forms of Debt Solutions and Services; and*

*Commercial Loan Servicing (Primary and Sub-servicing).*

*We will hire and retain associates throughout the Firm who have the highest ethical standards with the best reputation in the industry. By doing this, we will preserve our culture of integrity, trust and respect in order to promote and encourage teamwork, thus guaranteeing our clients have the best team on the field for each transaction. Simply stated, without the best people, we cannot be the best firm.*

*To ensure that we achieve our goals and aspirations and provide outstanding results for our stockholders, we must maintain a flexible compensation and ownership package to appropriately recognize and reward our existing and future associates who profoundly contribute to our success through their value-added performance. The ability to reward extraordinary performance is essential in providing superior results for our clients while appropriately aligning our interests with our stockholders.*

**SUMMARY COMPENSATION TABLE**

Prior to our initial public offering of Class A common stock, we operated our business with a relatively small number of executive officers. In October 2006, Gregory R. Conley joined us as our Chief Financial Officer. The following table sets forth the compensation paid or accrued during fiscal 2006 and 2007 for our named executive officers: John H. Pelusi, Jr., our Chief Executive Officer; Gregory R. Conley, our Chief Financial Officer; and Nancy O. Goodson, our Chief Operating Officer.

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
John H. Pelusi, Jr., Chief Executive Officer	2007	400,000	2,421,588(1)		175,028(2)(3)	2,996,616
	2006	400,000	2,190,552(1)		4,542,505(4)	7,133,057
	2007	215,000	130,500	55,000(6)	8,486(7)	408,986

Gregory R. Conley, Chief  
Financial Officer

2006(5)	44,792(5)	25,000		1,194(7)	70,986
---------	-----------	--------	--	----------	--------

Nancy O. Goodson, Chief  
Operating Officer

2007	200,000	100,000	55,000(6)	7,870(8)	362,870
2006	165,000	200,000		17,858(8)	382,858

- (1) Includes Mr. Pelusi's bonus of \$500,000 and commissions of \$1,690,552 for the fiscal year ended December 31, 2006 and a bonus of \$725,000 and commissions of \$1,696,588 for the fiscal year ended December 31, 2007.
- (2) Includes \$438 in life insurance premiums, \$5,000 in a 401(k) match, \$168,596 in profit participation and \$994 in imputed income and a gross-up for taxes on parking expenses paid by us in 2007.
- (3) Following the Reorganization Transactions, HFF, Inc. became a holding company. Through its wholly-owned subsidiary, HFF, Inc.'s sole assets are partnership units in the Operating Partnerships and all of the

**Table of Contents**

outstanding shares of Holliday GP. As the sole stockholder of Holliday GP, the sole general partner of the Operating Partnerships, HFF, Inc. operates and controls all of the business and affairs of the Operating Partnerships. HFF Holdings through its wholly-owned subsidiary, and HFF, Inc., through its wholly-owned subsidiaries, are the only partners of the Operating Partnerships. The holders of partnership units in the Operating Partnerships, including HFF Holdings and HFF, Inc., will incur U.S. federal, state and local income taxes on their proportionate share of any net taxable income of the Operating Partnerships. The partnership agreements of the Operating Partnerships provide for cash distributions to the holders of partnership units of the Operating Partnerships if HFF, Inc. determines that the taxable income of the Operating Partnerships will give rise to taxable income for its partners. All other distributions from the Operating Partnerships will be made at the discretion of HFF, Inc. All distributions are made pro rata in accordance with the ownership of the partners. As a result, distributions from the Operating Partnerships to HFF Holdings (and any resulting distributions from HFF Holdings to Mr. Pelusi) after 2006 are not, and will not be going forward, considered compensation from the Company.

- (4) Includes participation in the cash distributions of HFF Holdings of Mr. Pelusi in the amount of \$4,191,536. We have historically operated as two limited liability companies (HFF Holdings and Holdings Sub) and two limited partnerships (HFF LP and HFF Securities). Members of HFF Holdings, including Mr. Pelusi, are also transaction professionals who all receive commissions. Depending on positions and areas of responsibilities, some members of HFF Holdings, including Mr. Pelusi, also receive a salary and, in some cases, profit participation and a bonus. All members of HFF Holdings also received compensation in the form of participation in the earnings of HFF Holdings prior to the Reorganization Transactions. The amounts presented reflect estimates of distributions made by such entities in respect of the fiscal year ended December 31, 2006, including distributions to Mr. Pelusi in 2007 in respect of the prior fiscal year and excluding distributions to be made to him in 2006 in respect of the prior fiscal year. This amount also includes \$12,277 in health benefits, \$153 in life insurance premiums, \$5,000 in a 401(k) match, \$175,286 in profit participation, \$1,193 of imputed income and a gross-up for taxes on parking expenses paid by us and \$157,060 in a tax gross-up for self-employment taxes relating to compensatory payments received by Mr. Pelusi in his capacity as a member of HFF Holdings during 2006 (during 2006, Mr. Pelusi was paid \$148,077 in a tax gross-up for self-employment taxes relating to compensatory payments during 2005).
- (5) Mr. Conley joined the Company in October 2006.
- (6) All grants were made under the 2006 Omnibus Incentive Compensation Plan. See Note 3 Stock Compensation to our interim financial statements included in our quarterly reports on Form 10-Q for the quarters ended March 31, 2007, June 30, 2007, September 20, 2007 and Note 3 Stock Compensation to our audited financial statements included in our annual report on Form 10-K for the year ended December 31, 2007 for discussion regarding the valuation of our stock and option awards.
- (7) This amount includes \$12 in life insurance premiums, \$1,019 in a 401(k) match and \$163 of imputed income and a gross-up for taxes on parking expenses paid for by us in 2006 and \$109 in life insurance premiums, \$5,000 in a 401(k) match, \$720 of imputed income and a gross-up for taxes on parking expenses paid by us and \$2,657 in gift cards for 2007.
- (8) This amount includes \$12,705 in health benefits, \$153 in life insurance premiums and \$5,000 in a 401(k) match in 2006 and \$133 in life insurance premiums, \$5,000 in a 401(k) match and \$2,737 in gift cards for 2007.

**Employment Agreements**

*John H. Pelusi, Jr.*

HFF LP has entered into an amended and restated employment agreement with Mr. Pelusi in respect of Mr. Pelusi's capacity as a transaction professional on terms and conditions substantially identical to the employment agreements between HFF LP and our other transaction professionals who were members of HFF Holdings. We believe that the compensation paid by HFF LP to these transaction professionals, including Mr. Pelusi, relates to such transaction professionals' services to HFF LP and not to any executive services to HFF, Inc. Consequently, our Compensation Committee may not take into account the compensation HFF LP pays to those transaction professionals, including Mr. Pelusi, when determining our executive compensation.

## **Table of Contents**

policies, programs or awards for those individuals. This employment agreement would provide for salary, bonuses, commission sharing, draws against commissions, bonuses and other income allocations as established from time to time by Holliday GP at the direction of our Board of Directors after consideration of the recommendation and advice of the operating committee and managing member of HoldCo LLC. Mr. Pelusi would be provided with the welfare benefits and other fringe benefits to the same extent as those benefits are provided to our other similarly situated employees.

### ***Gregory R. Conley and Nancy O. Goodson***

We have employment agreements with each of Gregory R. Conley and Nancy O. Goodson. The terms of these employment agreements were determined in consultation with Mercer Human Resource Consulting and were also reviewed with the independent members of the Board of Directors following our initial public offering. Pursuant to the terms of these respective employment agreements with HFF, Inc., Mr. Conley serves as our Chief Financial Officer and Ms. Goodson serves as our Chief Operating Officer, in each case until such executive's employment is terminated by us or Mr. Conley or Ms. Goodson, as the case may be.

The compensation package of each of Mr. Conley and Ms. Goodson is comprised of the following elements:

*Base Salary.* Each employment agreement establishes a base salary for the first year of the agreement. The Compensation Committee, in consultation with our chief executive officer, will review an executive officer's base salary annually to ensure that the proper amount of compensation is being paid to such executive officer commensurate with his or her services performed for us. The Compensation Committee may increase, but not decrease, such base salary in its sole discretion.

*Annual Cash Bonus.* Mr. Conley and Ms. Goodson are each eligible to receive an annual cash bonus, in an amount up to 50% of his or her base salary, based upon the applicable executive officer's achievement of certain pre-determined financial or strategic performance goals established by the Company from time to time.

*Long-Term Incentive Compensation.* On the effective date of the employment agreement of Mr. Conley and Ms. Goodson, subject to the terms and conditions of the HFF, Inc. 2006 Omnibus Incentive Compensation Plan and the applicable award agreement with such executive officer under such plan, each executive officer received a grant of restricted Class A common stock with an aggregate fair market value on the date of grant of \$300,006. This restricted stock grant will vest in four equal annual installments beginning on the second anniversary of the grant.

*Other Benefits.* Mr. Conley and Ms. Goodson have welfare benefits and other fringe benefits to the same extent as those benefits are provided to our other similarly situated employees.

### ***Non-Competition, Non-Disclosure, Non-Solicitation and Other Restrictive Covenants***

Pursuant to the employment agreement, we have entered into non-competition, non-disclosure, non-solicitation and other restrictive covenants with Mr. Pelusi and non-disclosure and other restrictive covenants with Mr. Conley and Ms. Goodson. The following are descriptions of the material terms of each covenant.

The non-competition, non-disclosure, non-solicitation and other restrictive covenants provide as follows:

*Non-Competition.* For a period of time until the earlier of (i) five years after the initial effective date of the employment agreement (March 29, 2006), and (ii) the second anniversary of the termination date of Mr. Pelusi's employment, Mr. Pelusi may not, directly or indirectly, own, operate, manage, participate in, invest in, render services

for or otherwise assist any entity that engages in any competitive business that we or our affiliates are in or are actively considering conducting during a six month period preceding the termination date of Mr. Pelusi's employment. Mr. Pelusi is also prohibited by the terms of the non-competition covenant from directly or indirectly engaging in any activity that requires or would inevitably require the disclosure of confidential information of us or our affiliates. This non-competition covenant does not apply if Mr. Pelusi is terminated by us without cause (as defined in the employment agreement).



## **Table of Contents**

*Non-Disclosure.* Each of Mr. Pelusi, Mr. Conley and Ms. Goodson is required, whether during or after his or her employment, to hold all confidential information in trust for us and is prohibited from using or disclosing such confidential information except as necessary in the regular course of our business or that of our affiliates.

*Non-Solicitation.* For a period of time until the earlier of (i) five years after the initial effective date of the employment agreement, and (ii) the second anniversary of the termination date of the Mr. Pelusi's employment, Mr. Pelusi may not, directly or indirectly, solicit the business of or perform duties for any client or prospective client of ours in respect of any service similar to a service performed by us or our affiliates. Prospective client means any person with which we or our affiliates were in active business discussions at any time within six months prior to the termination date of the Mr. Pelusi's employment. Mr. Pelusi is also prohibited from influencing or encouraging any of our clients or prospective clients from ceasing to do business with us during this same time period. This non-solicitation covenant does not apply if Mr. Pelusi is terminated by us without cause (as defined in the employment agreement).

Pursuant to the employment agreement, Mr. Pelusi also may not, directly or indirectly, knowingly solicit or encourage any of our employees or consultants to leave their employment with us, or hire any such employee or consultant until the earlier of (i) five years after the initial effective date of the employment agreement, and (ii) the second anniversary of the termination date of Mr. Pelusi's employment.

*Non-Disparagement.* Each of Mr. Pelusi, Mr. Conley and Ms. Goodson may not, except as legally compelled, make any statement to third parties that would have a material adverse impact on the business or business reputation of, as the case may be, Mr. Pelusi, Mr. Conley and Ms. Goodson or any of us or our affiliates.

*Specific Performance.* In the case of any breach of the employment agreement, including the non-competition, non-disclosure, non-solicitation and other restrictive covenants thereof, Mr. Pelusi, Mr. Conley, Ms. Goodson will each agree that, in addition to any other right we may have at law, equity or under any agreement, we will be entitled to immediate injunctive relief and may obtain a temporary or permanent injunction or other restraining order.

### ***Potential Payments Upon Termination***

Mr. Conley's and Ms. Goodson's respective employment agreements contain provisions providing for payments by us following the termination of his or her employment by us without cause or by such executive for good reason. Under the respective employment agreements, if Mr. Conley or Ms. Goodson's employment is terminated by us without cause or by such executive with good reason, he or she, as the case may be, will be entitled to receive his or her base salary through the date of termination and for a subsequent period of twelve months, the benefits provided under our employee benefit plans and programs, continuation of medical benefits for twelve months after the date of termination, vesting of 50% of his or her unvested restricted stock units or stock options, if any, and 90 days to exercise any vested stock options, if any. In addition, any restricted stock units or stock options granted will become 100% vested if his or her position is eliminated or compensation is reduced following a change in control. Cause is defined under the respective employment agreements as (i) gross misconduct or gross negligence in the performance of one's duties as our employee, (ii) conviction or pleading nolo contendere to a felony or a crime involving moral turpitude, (iii) significant nonperformance of an executive's duties as our employee, (iv) material violation of our established policies and procedures, or (v) material violation of the respective employment agreement. Good reason is defined under the respective employment agreements as (i) a significant reduction of duties or authority, (ii) a reduction in base salary without the executive's consent, (iii) a reduction in the executive's bonus opportunity, (iv) a significant change in the location of the executive's principal place of employment and (v) material violation of the respective employment agreements.

If the employment of Mr. Conley or Ms. Goodson, as the case may be, is terminated for any reason other than by us without cause or by such executive for good reason (including by us with cause, by such executive without good reason, or due to death or disability), such executive will only be entitled to all earned, unpaid base salary and the benefits provided under our employee benefit plans and programs. Mr. Conley or

**Table of Contents**

Ms. Goodson, as the case may be, will be permitted to exercise vested stock options for a period of 30 days following termination due to a voluntary resignation for a period of 30 days and for a period of one year following a termination due to death or disability. For a termination due to cause, Mr. Conley or Ms. Goodson, as the case may be, will not be permitted to exercise any of their stock options following termination.

Unvested restricted stock units and stock options will be forfeited upon a termination for any reason.

Mr. Pelusi's employment agreement does not provide for any potential severance payments by us upon the termination of his employment.

	<b>Continuation of Base Salary</b>	<b>Continuation of Medical Benefits</b>
Gregory R. Conley Without cause or with good reason	\$ 250,000	\$ 21,926
Nancy O. Goodson Without cause or with good reason	\$ 206,000	\$ 25,538

**GRANTS OF PLAN BASED AWARDS**

The following table sets forth information concerning stock and cash awards during the fiscal year ended December 31, 2007 to the persons named in the table under Summary Compensation Table, each of which was granted pursuant to our 2006 Omnibus Incentive Compensation Plan. This plan is designed to align management's performance objectives with the interests of our stockholders. Awards under our 2006 Omnibus Incentive Compensation Plan are administered by a committee appointed by our Board of Directors consisting of at least two non-employee, outside directors. That committee is authorized to, among other things, select the participants and determine the type of awards to be made to participants, the number of shares subject to awards and the terms, conditions, restrictions and limitations of the awards.

<b>Name</b>	<b>Grant Date</b>	<b>All Other Stock Awards: Number of Shares of Stock or Units (#)</b>	<b>Grant Date Fair Value of Stock and Option Awards</b>
Gregory R. Conley	January 30, 2007	16,667	300,006(1)
Nancy O. Goodson	January 30, 2007	16,667	300,006(1)

- (1) Reflects grants of 16,667 restricted stock units to Mr. Conley and 16,667 restricted stock units to Ms. Goodson, 25% of which restricted stock units will vest annually beginning at January 30, 2009, made in connection with our initial public offering. Commensurate with our initial public offering, our common stock began trading on January 31, 2007 on the NYSE at the price of \$18.00 per share.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table sets forth information concerning unexercised stock options or equity incentive plan awards granted during the fiscal year ended December 31, 2007 and stock that remains unvested as of December 31, 2007, to the persons named in the table under Summary Compensation Table.

<b>Name</b>	<b>Stock Awards</b>	
	<b>Number of Shares or Units of Stock That Have Not Vested (#)</b>	<b>Market Value of Shares or Units of Stock That Have Not Vested (\$)</b>
Gregory R. Conley	16,667(1)	129,007(2)
Nancy O. Goodson	16,667(1)	129,007(2)

**Table of Contents**

- (1) Reflects grants of 16,667 restricted stock units to Mr. Conley and 16,667 restricted stock units to Ms. Goodson, 25% of which restricted stock units will vest annually beginning at January 30, 2009, made in connection with our initial public offering.
- (2) These amounts represent the fair value of the restricted stock unit awards made in 2007 valued in accordance with the guidelines in SFAS No. 123(R), Share Based Payment. For further details about the valuations of restricted stock and the related performance shares, refer to Note 3, Stock Compensation to the Company's consolidated financial statements in its Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

**DIRECTOR COMPENSATION**

The following table provides compensation information for the fiscal year ended December 31, 2007 for each member of our Board of Directors other than Messrs. Pelusi, Gibson, Thornton, and Fowler, who are our employee directors. Compensation information for Messr. Pelusi, who is also an executive officer of the Company, is described beginning on page 25 under Executive Compensation Compensation Discussion and Analysis. For stock and option awards, the dollar amounts set forth in the table below reflect the dollar amounts recognized by us for financial statement reporting purposes with respect to the fiscal year ended December 31, 2007 in accordance with Statement of Financial Accounting Standards, or FAS, 123R. For further information regarding our director compensation policy, see Corporate Governance Director Compensation in this Proxy Statement.

Name	Fees Earned or Paid in Cash(1) (\$)	Stock Awards(2) (\$)	Option Awards (3)(4)(5) (\$)	Change in Pension Value and Nonqualified Deferred Compensation		All Other Compensation (\$)	Total (\$)
				Earnings			
John Z. Kukral	\$ 55,000	\$ 39,996	\$ 14,626	\$	\$	\$ 109,622	
Deborah H. McAneny	55,000	39,996	14,626			109,622	
George L. Miles, Jr.	60,000	39,996	12,682			112,678	
Lenore M. Sullivan	50,000	39,996	12,682			102,678	
McHenry T. Tichenor, Jr.	50,000	39,996	12,682			102,678	

- (1) Includes the base annual retainer of \$50,000 and an additional retainer for chairing a committee of the Board of Directors.
- (2) Each of Ms. McAneny, Ms. Sullivan and Messrs. Kukral, Miles and Tichenor was awarded 2,222 restricted shares of our Class A common stock pursuant to our director compensation policy, valued at the fair market value of our common stock (\$18.00) on the award date of January 30, 2007, for a total value of \$39,996. As of December 31, 2007, all of these restricted shares are fully vested.
- (3) Each of Ms. McAneny, Ms. Sullivan and Messrs. Kukral, Miles and Tichenor was awarded a grant of an option to purchase 4,167 shares of our Class A common stock pursuant to our director compensation policy, valued at the per share fair value (\$9.96) on the award date of January 30, 2007.

- (4) Each of Ms. McAneny and Mr. Kukral was awarded a grant of an option to purchase 1,171 shares of our Class common stock pursuant to our director compensation policy and in connection with their re-election to the Board of Directors at the Company's 2007 annual meeting of stockholders, valued at the per share fair value (\$8.54) on the award date of June 5, 2007.
- (5) At December 31, 2007, each of Ms. Sullivan and Messrs. Miles and Tichenor held unexercised options to purchase an aggregate 4,167 shares of our Class A common stock and Ms. McAneny and Mr. Kukral each held unexercised options to purchase an aggregate 5,338 shares of our Class A common stock.

**Table of Contents**

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL  
OWNERS AND DIRECTORS AND OFFICERS**

The following table sets forth information regarding the beneficial ownership of our Class A common stock and Class B common stock, and of partnership units in the Operating Partnerships, by (1) each person known to us to beneficially own more than 5% of our voting securities, (2) each of our directors, (3) each of our named executive officers and (4) all directors and executive officers as a group. Unless otherwise specified, the information is as of April 1, 2008 and all shares are directly held.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission.

Beneficial Owner(1)	Class A Common Stock		Partnership Units in Each of the Operating Partnerships(2)		Class B Common Stock(3)		Cumulative Voting Power
	Number	Percentage	Number	Percentage	Number	Percentage	
HFF Holdings LLC(4)			20,355,000	55.3%	1	100%	55.3%
John P. Fowler(4)	44,050	*					
Mark D. Gibson(4)							
John Z. Kukral(5)	7,560	*					*
Deborah H. McAneny(5)	7,560	*					*
George L. Miles, Jr.(5)	6,389	*					*
John H. Pelusi, Jr.(4)	82,437	*					
Lenore M. Sullivan(5)	6,389	*					*
Joe B. Thornton, Jr.(4)							
McHenry T. Tichenor, Jr.(5)	6,389	*					*
Gregory R. Conley(6)	19,667	*					
Nancy O. Goodson(6)	18,167	*					*
Directors and executive officers as a group	198,608	1.2					*
J.P. Morgan Investment Management Inc. and its affiliates(New York)(7)	1,712,370	10.4%					4.7%
WS Capital, L.L.C. and its affiliates(8)	1,132,700	6.9%					3.1%
Baron Capital Management, Inc. and its affiliates(9)	959,180	5.8%					2.6%
Massachusetts Financial Services Company and its affiliates(10)	942,890	5.7%					2.6%
	881,700	5.4%					2.4%

Friedman, Billings, Ramsey Group, Inc. and its affiliates(11)			
Chartwell Investment Partners L.P. and its affiliates(12)	866,010	5.3%	2.4%
Hayman Advisors, L.P. and its affiliates(13)	865,571	5.3%	2.4%
High Rise Capital management, L.P. and its affiliates(14)	833,029	5.1%	2.3%

\* Less than 1%.

(1) The address of each beneficial owner in the table above (unless otherwise indicated) is: c/o HFF, Inc., One Oxford Centre, 301 Grant Street, Suite 600, Pittsburgh, PA 15219.



**Table of Contents**

- (2) The partnership units of the Operating Partnerships are exchangeable for shares of Class A common stock of HFF, Inc. on the basis of two partnership units, one of each Operating Partnership, for one share of Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. Pursuant to contractual provisions in the HFF Holdings operating agreement, HFF Holdings right to exchange its partnership units in the Operating Partnerships for shares of our Class A common stock is exercisable on the second, third, fourth and fifth anniversaries of our initial public offering as described in our amended and restated certificate of incorporation. Beneficial ownership of partnership units in the Operating Partnerships reflected in this table has not also been reflected as beneficial ownership of the shares of the Class A common stock of HFF, Inc. for which such units may be exchanged.
- (3) Holders of our Class B common stock (other than HFF, Inc. or any of its subsidiaries) will be entitled to a number of votes that is equal to the total number of shares of Class A common stock for which the partnership units that HFF Holdings holds in the Operating Partnerships are exchangeable.
- (4) The voting right and investment power of HFF Holdings as the holder of Class A common stock and/or Class B common stock is exercised by HFF Holdings managing member, currently John H. Pelusi, Jr., upon the approval of 65% or more of the interests held by the members of HFF Holdings, of which there are presently approximately 40. No individual holds interests sufficient to approve or block approval of any vote. On investment and voting matters with respect to the Class A common stock or Class B common stock that may be held by HFF Holdings, the managing member and operating committee of HFF Holdings act upon the approval of the members described above.

Messrs. Fowler, Gibson, Thornton and Pelusi are each a member of HFF Holdings and currently serve on its operating committee. Each member of HFF Holdings holds an ownership interest in HFF Holdings which in turn holds partnership units of the Operating Partnerships.

- (5) Includes grants of approximately 4,167 options to purchase shares of our Class A common stock, which vest annually over three years, and a grant of approximately 2,222 restricted stock units, which are fully vested, that was made to each of our non-employee directors on February 2, 2007. Also includes grants to each of Ms. McAneny and Mr. Kukral of an option to purchase 1,171 shares of our Class common stock pursuant to our director compensation policy and in connection with their re-election to the Board of Directors at the Company's 2007 annual meeting of stockholders on June 5, 2007.
- (6) Includes grants of 16,667 restricted stock units to Mr. Conley and 16,667 restricted stock units to Ms. Goodson, 25% of which restricted stock units will vest annually beginning at January 30, 2009.
- (7) Based upon an amended Schedule 13G filed with the Securities and Exchange Commission on January 28, 2008 by JPMorgan Chase & Co. and its wholly owned subsidiary, J.P. Morgan Investment Management Inc. The address of each reporting person is 270 Park Ave., New York, NY 10017.
- (8) Based upon an amended Schedule 13G filed with the Securities and Exchange Commission on February 14, 2008 by WS Capital, L.L.C. ( WS Capital ), WS Capital Management, L.P. ( WSC Management ), WSV Management, L.L.C. ( WSV ), WS Ventures Management, L.P. ( WSVM ), Reid S. Walker, G. Stacy Smith and Patrick P. Walker. As of December 31, 2007, Walker Smith Capital, L.P. ( WSC ), Walker Smith Capital (Q.P.), L.P. ( WSCQP ), Walker Smith International Fund, Ltd. ( WS International ) and HHMI Investments, L.P. ( HHMI ) and collectively with WSC, WSCQP and WS International, the WS Funds ) owned in the aggregate 862,500 Shares. WSC Management is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International, and the investment manager for HHMI. WS Capital is the general partner of WSC

Management. Reid S. Walker and G. Stacy Smith are principals of WS Capital. In addition, as of December 31, 2007, WS Opportunity Fund, L.P. ( WSO ), WS Opportunity Fund (Q.P.), L.P. ( WSOQP ), and WS Opportunity Fund International, Ltd. ( WSO International ) and collectively with WSO and WSOQP, the WSO Funds ) owned in the aggregate 270,200 Shares. WSVM is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International. WSV is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are principals of WSV. Each of the aforementioned reporting persons expressly disclaim membership in a group under Section 13(d) of the Securities Exchange Act of 1934,

**Table of Contents**

as amended, with respect to the reported shares. The address of the principal business office of each reporting person is 300 Crescent Court, Suite 1111, Dallas, Texas 75201.

- (9) Based upon an amended Schedule 13G filed with the Securities and Exchange Commission on February 5, 2008, by Baron Capital Group, Inc. ( BCM ), BAMCO, Inc. ( BAMCO ), Baron Capital Management, Inc. ( BCM ), Baron Small Cap Fund, Baron Growth Fund and Ronald Baron. BAMCO and BCM are Investment Advisers registered under Section 203 of the Investment Advisers Act of 1940 and subsidiaries of BCG. Baron Small Cap Fund is an advisory client of BAMCO. Ronald Baron owns a controlling interest in BCG. BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates. The address of the principal business office of each reporting person is 767 Fifth Avenue, New York NY 10153.
- (10) Based upon a Schedule 13G filed with the Securities and Exchange Commission on February 8, 2008 by Massachusetts Financial Services Company.
- (11) Based upon a Schedule 13G filed with the Securities and Exchange Commission on February 11, 2008 by Friedman, Billings Ramsey Group, Inc., FBR TRS Holdings, Inc., FBR Capital Markets Corporation, FBR Asset Management Holdings, Inc. and FBR Fund Advisers, Inc. The address of the principal business office of each reporting person was 1001 Nineteenth Street North, Arlington, Virginia, 22209. Each reporting person disclaims beneficial ownership except to the extent of their pecuniary interest.
- (12) Based upon a Form 13F filed with the Securities and Exchange Commission on February 15, 2008 by Chartwell Investment Partners. The address of Chartwell Investment Partners is 1235 Westlakes Drive, Suite 400, Berwyn, PA 19312.
- (13) Based upon a Schedule 13G filed with the Securities and Exchange Commission on April 4, 2008, by and on behalf of each of Hayman Advisers, L.P. ( Hayman Advisors ), Hayman Investments, L.L.C. ( Hayman Investments ) and J. Kyle Bass. Hayman Advisors acts as an investment adviser to, and manages investment and trading accounts of Hayman Capital Master Fund, L.P. Hayman Investments is the general partner of Hayman Advisors. Mr. Bass is the managing member of Hayman Investments. The address of the principal business office of each reporting person is 2626 Cole Ave., Suite 200, Dallas, Texas 75204.
- (14) Based upon an amended Schedule 13G filed with the Securities and Exchange Commission on February 14, 2008 by Cedar Bridge Realty Fund, L.P. ( CBR ), Cedar Bridge Institutional Fund, L.P. ( CBI and together with CBR, the Cedar Bridge Partnerships ), High Rise Capital Advisors, L.L.C. the General Partner ), Bridge Realty Advisors, LLC (the CB General Partner ), David O Connor and Charles Fitzgerald. The CB General Partner serves as the general partner to the Cedar Bridge Partnerships. The General Partner serves as sole managing member of the CB General Partner. Mr. O Connor serves as senior managing member of the General Partner. Mr. Fitzgerald serves as the managing member of the General Partner. The address of the business office of each reporting person is 535 Madison Avenue, New York, NY 10022.

**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

The agreements described below were each filed as exhibits to the registration statement in connection with our initial public offering, and the following descriptions of each of these agreements are qualified by reference thereto.

**Reorganization Transactions**

Upon the consummation of our initial public offering, pursuant to a sale and merger agreement, HFF, Inc. contributed the net proceeds raised in the offering to HoldCo LLC, its wholly-owned subsidiary. In consideration for the net proceeds from the offering and one share of Class B common stock, HFF Holdings sold all of the shares of Holliday GP, which is the sole general partner of each of the Operating Partnerships,

## **Table of Contents**

and approximately 45% of the partnership units in each of the Operating Partnerships (including partnership units in the Operating Partnerships held by Holliday GP), to HoldCo LLC. HFF Holdings used approximately \$56.3 million of the sale proceeds to repay all outstanding borrowings under HFF LP's credit agreement. Accordingly, we did not retain any of the proceeds from the offering. In addition to cash, HFF Holdings also received an exchange right that permits HFF Holdings to exchange interests in the Operating Partnerships for shares of our Class A common stock (the Exchange Right) and rights under a tax receivable agreement between HFF, Inc. and HFF Holdings.

## **Tax Receivable Agreement**

As described in above, partnership units in HFF LP and HFF Securities held by Holdings Sub, HFF Holdings wholly-owned subsidiary, were sold to HoldCo LLC, our wholly-owned subsidiary, for cash raised in the initial public offering. In the future, partnership units in HFF LP and HFF Securities held by HFF Holdings through Holdings Sub may be exchanged by HFF Holdings for shares of our Class A common stock on the basis of two partnership units, one of each Operating Partnership, for one share of Class A common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. HFF LP and HFF Securities made an election under Section 754 of the Internal Revenue Code effective for the taxable year in which the initial sale of partnership units occurred and intends to keep that election in effect for each taxable year in which an exchange of partnership units for shares occurs. The initial sale produced (and later exchanges may produce) increases to the tax basis of the assets owned by HFF LP and HFF Securities at the time of the initial public offering (and at the time of each exchange of partnership units). These anticipated increases in tax basis would be allocated to us and would likely reduce the amount of tax that we would otherwise be required to pay in the future.

Upon the consummation of our initial public offering, we entered into a tax receivable agreement with HFF Holdings that provides for the payment by us to HFF Holdings of 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that we actually realize as a result of these increases in tax basis and as a result of certain other tax benefits arising from our entering into the tax receivable agreement and making payments under that agreement. We will retain the remaining 15% of cash savings, if any, in income tax that we realize. For purposes of the tax receivable agreement, cash savings in income tax will be computed by comparing our actual income tax liability to the amount of such taxes that we would have been required to pay had there been no increase to the tax basis of the assets of HFF LP and HFF Securities allocable to us as a result of the initial sale and later exchanges and had we not entered into the tax receivable agreement. The term of the tax receivable agreement commenced upon consummation of our initial public offering and continues until all such tax benefits have been utilized or have expired.

Although we are not aware of any issue that would cause the IRS to challenge the tax basis increases or other tax benefits arising under the tax receivable agreement, HFF Holdings will not reimburse us for any payments previously made if such basis increases or other benefits were later not allowed. As a result, in such circumstances we could make payments to HFF Holdings under the tax receivable agreement in excess of our actual cash tax savings. While the actual amount and timing of any payments under this agreement will vary depending upon a number of factors, including the timing of exchanges, the extent to which such exchanges result in taxable gain and the amount, character and timing of our income, we expect that during the term of the tax receivable agreement the payments that we may make to HFF Holdings could be substantial. Assuming no material changes in the relevant tax law and that we earn sufficient taxable income to realize the full tax benefit of the increased amortization of our assets, we expect that future payments to HFF Holdings in respect of the initial sale to aggregate \$117.4 million as reflected on the Company's Consolidated Balance Sheet as of December 31, 2007, and range from approximately \$5.4 million to \$14.1 million per year over the next 15 years. Future payments to HFF Holdings in respect of subsequent exchanges would be in addition to these amounts and are expected to be substantial.

## **Registration Rights Agreement**

We entered into a registration rights agreement with HFF Holdings pursuant to which we will be required to register under the Securities Act of 1933, as amended, under certain circumstances and subject to certain

**Table of Contents**

restrictions, shares of our Class A common stock (and other securities convertible into or exchangeable or exercisable for shares of our Class A common stock) held or acquired by HFF Holdings, its affiliates and certain of its transferees. Such securities registered under any registration statement will be available for sale in the open market unless restrictions apply.

**Operating Partnership Agreements**

HFF, Inc., through HFF LP and HFF Securities, operates our business. Below are brief summaries of the HFF LP and HFF Securities partnership agreements.

**HFF LP Partnership Agreement*****Purpose***

The partnership agreement provides that HFF LP's purpose is to engage in any lawful act or activity for which limited partnerships may be formed under the Texas Revised Limited Partnership Act.

***Management and Control***

The partnership agreement further provides that Holliday GP, as general partner, manages and controls the business and affairs of HFF LP. As noted above, the shares of Holliday GP are wholly-owned by HoldCo LLC, a wholly-owned subsidiary of HFF, Inc.

In exercising such control, Holliday GP acts at the direction of the managing member of HoldCo LLC, who is appointed by the Board of Directors of HFF, Inc. Holliday GP also consults with and considers the non-binding recommendations of the operating committee of HoldCo LLC, which is appointed by certain senior officers of the Operating Partnerships (and is comprised of 10 employees of the Operating Partnerships (or either of them)). Additionally, a managing member and operating committee has been established in HFF LP. The managing member of HFF LP is selected in the same manner as the HoldCo LLC operating committee, and the HFF LP operating committee is identical to the HoldCo LLC operating committee. In performing its duties as general partner of HFF LP, Holliday GP consults with and considers the non-binding recommendations of the HFF LP managing member and HFF LP operating committee. Additionally, such senior officers, HFF LP managing member and HFF LP operating committee participate in the preparation of the annual budget for submission to Holliday GP as a non-binding recommendation. Holliday GP delegates certain control over HFF LP to certain officers of HFF LP.

***Units; Percentage Interests***

Each partner in HFF LP holds units representing interests in HFF LP, and the percentage interest of each partner will be determined based on the ratio of the number of units held by such partner to the number of outstanding units in the partnership. The units held by each partner are as set forth below:

<b>Name</b>	<b>Units</b>	<b>Percentage Interest</b>
Holliday GP	368,000	1%
HoldCo LLC	16,077,000	44%
Holdings Sub	20,355,000	55%

In the event a share of Class A common stock is redeemed, repurchased, acquired, cancelled or terminated by HFF, Inc., one unit of HFF LP registered in the name of HoldCo LLC (or in the event HoldCo LLC no longer holds units, Holliday GP) will automatically be cancelled for no consideration. Similarly, in the event HFF, Inc. issues a share of Class A common stock (other than in connection with the initial public offering), the net proceeds received by HFF, Inc. with respect to such share will be concurrently transferred to HoldCo LLC for transfer to HFF LP and HFF Securities in such manner as Holliday GP shall determine, each of which will in return issue to HoldCo LLC one unit in such Operating Partnership.

In the event any member of HFF Holdings forfeits a membership interest in HFF Holdings in accordance with the HFF Holdings operating agreement (i.e., as the result of being removed for cause under the HFF



## **Table of Contents**

Holdings operating agreement or competing or soliciting in violation of the HFF Holdings operating agreement), the HFF LP partnership agreement provides that Holdings Sub will simultaneously forfeit a portion of the units it then holds in HFF LP (equal to such forfeiting member's indirect ownership interest in HFF LP, other than the membership interests that were permitted to be sold by such member prior to that time).

### ***Distributions; Tax Distributions***

Holliday GP has the right to determine when distributions will be made to the partners of HFF LP and the amount of any such distribution. All distributions shall be made to the partners pro rata in accordance with their respective percentage ownership interests in HFF LP.

The holders of the partnership units in HFF LP, including HoldCo LLC and Holliday GP, will incur U.S. federal, state and local income taxes on their proportionate share of any net taxable income of HFF LP. Net profits and net losses of HFF LP will generally be allocated to the partners pro rata in accordance with their respective percentage interests (as determined in accordance with the HFF LP partnership agreement). The partnership agreement provides for cash distributions to the partners of HFF LP if Holliday GP determines that the taxable income of HFF LP will give rise to taxable income for its partners (or their constituent members). Generally these tax distributions will be computed based on our estimate of the net taxable income of HFF LP allocable to each partner multiplied by an assumed rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate for the applicable year prescribed for an individual or corporate resident in New York, New York assuming such taxpayer: (a) had no itemized deductions or tax credits, (b) was not subject to the alternative minimum tax, the self employment tax or other U.S. federal (or comparable state or local) income taxes not imposed under sections 1 or 11 of the Internal Revenue Code, and (c) was subject to income tax only in the jurisdictions where the taxpayer resides or is commercially domiciled. The assumed tax rate will be the same for all partners of HFF LP. In connection with the aforementioned partnership agreement provision, HFF LP made cash distributions in 2007 to Holdings Sub, a wholly-owned subsidiary of HFF Holdings, in an aggregate amount of \$13,789,357.

### ***Transfers***

The partnership agreement requires that each limited partner obtain Holliday GP's consent to any sale, assignment, pledge, transfer, distribution or other disposition of any unit. Holliday GP may grant or withhold such consent in its sole discretion, provided that the partnership agreement permits certain transfers including (a) transfers contemplated under and in accordance with the Exchange Right, (b) transfers by the members in HFF Holdings of their interests (i) by devise or descent or by operation of law upon the death or disability of a member of HFF Holdings and (ii) to (x) immediate family members or trusts established for the benefit of such family members for estate planning purposes, (y) a charity for gratuitous purposes, or (z) as otherwise expressly permitted under the HFF Holdings operating agreement, and (c) transfers of shares of Class A common stock and Class B common stock of HFF, Inc.

### ***Dissolution***

HFF LP may be dissolved only upon the occurrence of the voluntary agreement of all partners, any act constituting dissolution under applicable law or certain other events specified in the partnership agreement. Upon dissolution, HFF LP will be liquidated and the proceeds from any liquidation will be applied and distributed in the following manner: (a) first, to creditors (including to the extent permitted by law, creditors who are partners) in satisfaction of the liabilities of the Partnership, (b) second, to the setting up of any reserves which Holliday GP may determine to be reasonably necessary for any contingent liability of HFF LP and (c) third, to the partners in proportion to their respective percentage interests.



**Table of Contents****HFF Securities Partnership Agreement*****Purpose***

The partnership agreement provides that HFF Securities' purpose is to act as a registered broker-dealer in connection with its efforts, on behalf of its clients, to (a) raise equity capital for discretionary, commingled real estate funds marketed to institutional investors, (b) raise equity capital for real estate projects, (c) raise equity capital from institutional investors to fund future real estate acquisitions, recapitalizations, developments, debt investments and other real estate-related strategies, and (d) execute private placements of securities in real estate companies. In addition, the partnership agreement provides that HFF Securities will provide advisory services on various project or entity-level strategic assignments such as mergers and acquisitions, sales and divestitures, recapitalizations and restructurings, privatizations, management buyouts, and arranging joint ventures for specific real estate strategies; and will be entitled to engage in any and all purposes and activities that are ancillary thereto as permitted under the Delaware Revised Uniform Limited Partnership Act, Delaware Code Annotated.

***Management and Control***

The partnership agreement of HFF Securities provides that Holliday GP, as general partner manages and controls the business and affairs of HFF Securities. Holliday GP will exercise such management and control in accordance with applicable securities laws. As noted above, the shares of Holliday GP are wholly-owned by HoldCo LLC, which is a wholly-owned subsidiary of HFF, Inc.

Holliday GP delegates certain control over HFF Securities to certain officers of HFF Securities, including, without limitation, one or more executive managing directors, senior managing directors, directors, supervisory principals and registered representatives.

Each supervisory principal is required to qualify with the NASD Series 7 and 24 examinations. The executive managing directors and supervisory principals are responsible for, among other things, preparing HFF Securities annual budget and business plan, which after approval by the senior officers of the Operating Partnerships and the Holdco Operating Committee will be submitted to the General Partner as a non-binding recommendation.

***Units; Percentage Interests***

Each partner in HFF Securities holds units representing interests in HFF Securities, and the percentage interest of each partner will be determined based on the ratio of the number of units held by such partner to the number of outstanding units in the partnership. The units and associated percentage interests held by each of the partners are as set forth below:

<b>Name</b>	<b>Units</b>	<b>Percentage Interest</b>
Holliday GP	368,000	1%
Holdco LLC	16,077,000	44%
Holdings Sub	20,355,000	55%

In the event a share of Class A common stock is redeemed, repurchased, acquired, cancelled or terminated by HFF, Inc., one unit of HFF Securities registered in the name of HoldCo LLC (or in the event Holdco LLC no longer holds units, Holliday GP) will automatically be cancelled for no consideration. Similarly, in the event HFF, Inc. issues a

share of Class A common stock (other than in connection with the initial public offering), the net proceeds received by HFF, Inc. with respect to such share will be concurrently transferred to HoldCo LLC for transfer to HFF Securities and HFF LP in such manner as Holliday GP shall determine, each of which will in return issue to HoldCo LLC one unit in such Operating Partnership.

In the event any member of HFF Holdings forfeits a membership interest in HFF Holdings in accordance with the HFF Holdings operating agreement (i.e., as the result of being removed for cause under the HFF Holdings operating agreement or competing or soliciting in violation of the HFF Holdings operating agreement), the partnership agreement provides that Holdings Sub will simultaneously forfeit a portion of the

## **Table of Contents**

units it then holds in HFF Securities (equal to such forfeiting member's indirect ownership interest in HFF Securities, other than the membership interests that were permitted to be sold by such member prior to that time).

### ***Distributions; Tax Distributions***

Holliday GP has the right to determine when distributions will be made to the partners of HFF Securities and the amount of any such distribution. All distributions will be made to the partners pro rata in accordance with their respective percentage ownership interests (as evidenced by units or fractional units held by each partner) in HFF Securities.

The holders of the partnership units in HFF Securities, including HoldCo LLC and Holliday GP, will incur U.S. federal, state and local income taxes on their proportionate share of any net taxable income of HFF Securities. Net profits and net losses of HFF Securities will generally be allocated to the partners pro rata in accordance with their respective percentage interests (as determined pursuant to the HFF Securities partnership agreement). The partnership agreement provides for cash distributions to the partners of HFF Securities if Holliday GP determines that the taxable income of HFF Securities will give rise to taxable income for its partners (or their constituent members). Generally these tax distributions will be computed based on our estimate of the net taxable income of HFF Securities allocable to each partner multiplied by an assumed rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate prescribed for an individual or corporate resident in New York, New York assuming such taxpayer: (a) had no itemized deductions or tax credits, (b) was not subject to the alternative minimum tax, the self employment tax or other U.S. federal (or comparable state or local) income taxes not imposed under sections 1 or 11 of the Internal Revenue Code, and (c) was subject to income tax only in the jurisdictions where the taxpayer resides or is commercially domiciled. The assumed tax rate will be the same for all partners of HFF Securities. In connection with the aforementioned partnership agreement provision, HFF Securities made cash distributions in 2007 to Holdings Sub, a wholly-owned subsidiary of HFF Holdings, in an aggregate amount of \$543,997.

### ***Transfers***

The partnership agreement requires that each limited partner obtain Holliday GP's consent to any sale, assignment, pledge, transfer, distribution or other disposition of any unit. Holliday GP may grant or withhold such consent in its sole discretion, provided that the partnership agreement permits certain transfers including (a) transfers contemplated under and in accordance with the Exchange Right, (b) transfers by members in HFF Holdings of their interests (i) by devise or descent or by operation of law upon the death or disability of a member of HFF Holdings and (ii) to (x) immediate family members or trusts established for the benefit of such family members for estate planning purposes, (y) a charity for gratuitous purposes, or (z) as otherwise expressly permitted under the HFF Holdings operating agreement, and (c) transfers of shares of Class A common stock and Class B common stock.

### ***Dissolution***

HFF Securities may be dissolved only upon the occurrence of the voluntary agreement of all partners, any act constituting dissolution under applicable law or certain other events specified in the partnership agreement. Upon dissolution, HFF Securities will be liquidated and the proceeds from any liquidation will be applied and distributed in the following manner: (a) first, to creditors (including to the extent permitted by law, creditors who are partners) in satisfaction of the liabilities of the Partnership, (b) second, to the setting up of any reserves which Holliday GP may determine to be reasonably necessary for any contingent liability of HFF Securities and (c) third, to the partners in proportion to their respective percentage interests.

## **EXECUTIVE OFFICERS**

The executive officers of the Company are as follows:

*John H. Pelusi, Jr., Chief Executive Officer.* Mr. Pelusi is described above as a director.

**Table of Contents**

*Gregory R. Conley, Chief Financial Officer.* Mr. Conley joined us in October 2006 and, working out of the Pittsburgh office, is responsible for all areas of financial accounting and reporting for the firm's 18 offices. He has also served as an Executive Managing Director of HFF LP since 2007. Most recently, from 1998 through mid-year 2006, Mr. Conley was an executive vice president and CFO with Precise Technology, Inc. and its successor, Rexam Consumer Plastics, Inc. Precise Technology, Inc. was a plastics packaging business and portfolio company of Code Hennessy & Simmons. Between 1986 and early 1998, Mr. Conley served as a consultant with national consulting firms that eventually became part of Navigant Consulting, Inc. Between mid-1990 and early 1998, he was a vice president of Barrington Consulting Group, Inc. Prior to that between 1986 and mid-year 1990, he was an executive consultant at Peterson & Company. Mr. Conley began his career in public accounting with Ernst & Young LLP. He earned an MBA from the University of Pittsburgh and a BS from Duquesne University. Age: 47

*Nancy O. Goodson, Chief Operating Officer.* Ms. Goodson has previously held the same position at HFF LP and its predecessor companies since 1993. She has also served as an Executive Managing Director of HFF LP since 2007. Working out of the firm's Houston office, Ms. Goodson is responsible for the overall direction of the firm's 18 national offices, with a specific focus on the oversight of administrative functions and loan servicing aspects of the Company. Prior to joining HFF in 1993, she spent seven years as a controller at Beeler Sanders Properties in Houston. She is a member of CREW Houston and is Treasurer of First United Methodist Church in Missouri City, Texas. She received her BBA from Southwest Texas State University. Age: 50

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

The rules of the Securities and Exchange Commission require the Company to disclose late filings of stock transaction reports by its executive officers and directors. During 2007, the Form 4 for each of Messrs. Fowler, Gibson, Pelusi and Thornton relating to the underwriters' exercise on February 22, 2007 of their over-allotment option to purchase additional shares of Class A common stock from us in connection with our initial public offering was filed on March 20, 2007. With the exceptions of these filings, based solely on the review of the copies of Securities and Exchange Commission forms received by the Company with respect to fiscal year 2007, or written representations from reporting persons, we believe that our directors and executive officers have complied with all applicable filing requirements.

**AUDIT FEES**

Fees for audit services provided by Ernst & Young LLP totaled approximately \$1.7 million for fiscal year 2007 and \$2.7 million for fiscal year 2006. Audit service fees include fees associated with the annual audit and other attest services related to regulatory filings, including the filing of the registration statement on Form S-1 in connection with our initial public offering and the audits of prior years' financial statements included in that filing.

**AUDIT-RELATED FEES**

Fees for audit-related services provided by Ernst & Young LLP totaled approximately \$0.3 million for fiscal year 2007 and \$0.2 million for fiscal year 2006. These fees were associated with the regulatory audits of HFF Securities and loan servicing.

**TAX FEES**

Fees for tax compliance or tax advice and tax planning services totaled approximately \$33,000 for fiscal year 2007. Ernst & Young LLP did not provide any tax compliance or tax advice and tax planning services in fiscal year 2006.

**ALL OTHER FEES**

No professional accounting services were rendered or fees billed for other services not included above in 2007 or 2006.



**Table of Contents**

**AUDIT COMMITTEE PRE-APPROVAL POLICY**

All of the audit engagements relating to audit services, audit-related services and tax services described above were pre-approved by the Company's Audit Committee in accordance with its Pre-Approval Policy. The Audit Committee Pre-Approval Policy provides for pre-approval of all audit and non-audit services provided by the independent auditors. The policy authorizes the Audit Committee to delegate one or more of its members pre-approval authority with respect to permitted engagements.

**HOUSEHOLDING**

Some banks, brokers and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of the Company's Proxy Statement or Annual Report may have been sent to multiple stockholders in your household. The Company will promptly deliver a separate copy of either document to you if you request one by writing or calling as follows: Investor Relations, HFF, Inc., One Oxford Centre, 301 Grant Street, Suite 600, Pittsburgh, Pennsylvania 15219, Telephone: (713) 852-3500, E-mail: InvestorRelations@hfflp.com. If you want to receive separate copies of the annual report and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

**OTHER BUSINESS**

The Company is not aware of any other matters that will be presented for stockholder action at the Annual Meeting. If other matters are properly introduced, the person named in the accompanying proxy will vote the shares they represent in accordance with their judgment.

By Order of the Board of Directors

Nancy O. Goodson  
Chief Operating Officer and Secretary

April 29, 2008

**Table of Contents**

**ANNUAL MEETING OF STOCKHOLDERS OF  
HFF, INC.  
May 29, 2008**

**Proxy Voting Instructions**

Please date, sign and mail your proxy card in the envelope provided as soon as possible.  
â Please detach along perforated line and mail in the envelope provided. â

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEM 1, ITEM 2, AND ITEM 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [ X ]

ITEM 1. ELECTION OF DIRECTORS

- o FOR ALL NOMINEES
- o WITHHOLD AUTHORITY FOR ALL NOMINEES
- o FOR ALL EXCEPT (See instructions below)

NOMINEES:

- ¡ Mark D. Gibson
- ¡ George L. Miles, Jr.
- ¡ Joe B. Thornton, Jr.

**INSTRUCTION:** To withhold authority to vote for any individual nominee(s), mark FOR ALL EXCEPT and fill in the circle next to each nominee you wish to withhold, as shown here: l

ITEM 2. RATIFICATION OF INDEPENDENT, REGISTERED CERTIFIED PUBLIC ACCOUNTANTS

FOR	AGAINST	ABSTAIN
o	o	o

ITEM 3. OTHER MATTERS

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting or at any adjournments thereof.

**THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR ITEM 1 AND ITEM 2, AND WILL GRANT DISCRETIONARY AUTHORITY IN OTHER MATTERS.**

NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. When shares are held jointly, each holder should sign. When signing as executor, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Signature of Stockholder \_\_\_\_\_ Date \_\_\_\_\_

Signature of Stockholder \_\_\_\_\_ Date \_\_\_\_\_

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Edgar Filing: HFF, Inc. - Form DEF 14A

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

---

**Table of Contents**

HFF, INC.  
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS  
May 29, 2008

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned holder of common stock of HFF, Inc., a Delaware corporation, hereby appoints John H. Pelusi, Jr., Gregory R. Conley and Nancy O. Goodson with full power to act alone and to designate substitutes, the true and lawful attorneys and proxies of the undersigned for and in the name and stead of the undersigned, to vote all shares of common stock of HFF, Inc. which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders to be held at the Rivers Club, One Oxford Centre (4th Floor), 301 Grant Street, Pittsburgh, Pennsylvania, on May 29, 2008 at 10:30 a.m. (EDT), and at any and all adjournments and postponements thereof, as follows:

SEE REVERSE SIDE  
(CONTINUED, AND TO BE MARKED, DATED AND SIGNED ON THE OTHER SIDE)