

NNN Healthcare/Office REIT, Inc.

Form 8-K/A

November 29, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
Amendment No. 1  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 20, 2007**

**NNN Healthcare/Office REIT, Inc.**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**333-133652**  
(Commission  
File Number)

**20-4738467**  
(I.R.S. Employer  
Identification No.)

**1551 N. Tustin Avenue, Suite 200**  
**Santa Ana, California**  
(Address of principal executive  
offices)

**92705**  
(Zip Code)

Registrant's telephone number, including area code: **714-667-8252**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EXPLANATORY NOTE**

This Form 8-K/A, Amendment No. 1 amends our Current Report on Form 8-K filed on November 27, 2007, or the Form 8-K. Due to an administrative error, Item 2.01 of the Form 8-K reported that on November 20, 2007, Triple Net Properties, LLC executed an Assignment and Assumption of Sale Agreement and Escrow Instructions, or the Assignment, to assign its rights, title and interest as the buyer in the Sale Agreement and Escrow Instructions, as amended, to NNN Healthcare/Office REIT Tucson Medical Center, LLC, our wholly-owned subsidiary. However, pursuant to the Assignment, the correct name of the entity that Triple Net Properties, LLC assigned its rights, title and interest as the buyer in the Sale Agreement and Escrow Instructions, as amended, should have been NNN Healthcare/Office REIT Tucson Medical Office, LLC. The following disclosure in Item 2.01 below replaces and supersedes the third paragraph in Item 2.01 of the Form 8-K filed on November 27, 2007. Accordingly, we have also corrected the name of Exhibit 10.5 under Item 9.01 to reflect the correct entity name under the Assignment.

**Item 2.01 Completion of Acquisition and Disposition of Assets.**

On November 20, 2007, Triple Net Properties executed an Assignment and Assumption of Sale Agreement and Escrow Instructions, or the Assignment, to assign its rights, title and interest as the buyer in the Agreement, as amended, to NNN Healthcare/Office REIT Tucson Medical Office, LLC, our wholly-owned subsidiary.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.5 Assignment and Assumption of Sale Agreement and Escrow Instructions by and between Triple Net Properties, LLC and NNN Healthcare/Office REIT Tucson Medical Office, LLC, dated November 20, 2007

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**SIGNATURES**

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

NNN Healthcare/Office REIT, Inc.

Date: November 29, 2007

By: /s/ Scott D. Peters

*Name: Scott D. Peters*

*Title: Chief Executive Officer and  
President*