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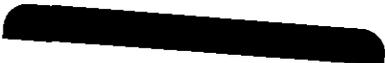
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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Office of International Corporation Finance
Division of Corporation Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
U.S.A.

Division Group Corporate Office
Address Unsoeldstrasse 2
80538 Muenchen, Germany
Contact Person Kay Amelungse
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Rule 12g3-2(b) File No.
82-34748

Date 02 June 2008

Hypo Real Estate Holding AG
Rule 12g3-2(b) File No. 82-34748

Dear Madam or Sir,

The enclosed information is being furnished to the Securities and Exchange Commission (the "SEC") on behalf of Hypo Real Estate Holding (the "Company") pursuant to the exemption from the Securities Exchange Act of 1934 (the "Act") afforded by Rule 12g3-2(b) thereunder.

This information is being furnished under paragraph (1) of Rule 12g3-2(b) with the understanding that such information and documents will not be deemed to be "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Act and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Act.

Yours faithfully
Hypo Real Estate Holding AG

Kay Amelungse
Kay Amelungse

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THOMSON REUTERS Stefanie Weyrich

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Enclosures

- 26 May 2008 Management Board and Supervisory Board issue joint statement on the public tender offer submitted by a group of investors coordinated by J.C. Flowers
- 27 May 2008 Hypo Real Estate Holding AG holds fifth Annual General Meeting
- 02 June 2008 Disclosure pursuant to section 26 of the German Securities Trading Act -- Susquehanna Ireland Ltd.

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Company	Hypo Real Estate Holding AG
Internet	www.HypoRealEstate.com
Legal form	Aktiengesellschaft
Headquarters	München
Commercial register	München HRB 149393
Chairman of Supervisory Board	Kurt F. Viermetz
Board of Management	Georg Funke (Vorsitzender des Vorstandes) Cyril Dunne, Dr. Markus Fell, Thomas Glynn, Dr. Robert Grassinger, Bo Heide-Ottosen, Frank Lamby, Bettina von Oesterreich

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE
Press release

Management Board and Supervisory Board issue joint statement on the public tender offer submitted by a group of investors coordinated by J.C. Flowers

- **Management Board and Supervisory Board continue to welcome the participation in principle**
- **The Boards refrain from making a recommendation to shareholders**
- **The assessment of the offer price may yield different results, depending on each shareholder's individual investment horizon**

Munich, 26 May 2008: The Management Board and Supervisory Board of Hypo Real Estate Holding AG today published a joint reasoned statement, pursuant to section 27 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – "WpÜG"*), regarding the offer to acquire a minority shareholding in the Company published by a group of investors coordinated by J.C. Flowers on 23 May 2008. The group of investors offers to acquire up to 50,076,000 HRE shares (equivalent to a maximum of 24.9% of the Company's current issued share capital) against a cash consideration of € 22.50 per share. The offer, which the group of investors has submitted via the investment vehicle HRE Investment Holding L.P., George Town, Cayman Islands, is subject to certain offering conditions as set out in the Offer Document prepared by the Offeror.

In their joint statement, the Management Board and Supervisory Board of Hypo Real Estate Holding AG continue to welcome the participation of one or more financial investors in principle, since such a participation can lead to a stabilization of the Company's shareholder base, and would facilitate long-term planning by Hypo Real Estate Group.

Nevertheless, both, the Management Board and the Supervisory Board refrain from making a recommendation as to whether shareholders should accept or reject the Offer. According to the assessment of the Management Board and Supervisory Board, the current intrinsic value of HRE shares is

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80538 München

significantly higher than the offer price of € 22.50 per share, which argues against acceptance.

The Offer may appear beneficial to HRE shareholders interested in realising capital gains in the short term, or avoiding potential capital losses. The assessment depends, amongst others, on the individual acquisition date and the shareholder's personal tax circumstances. According to the Offering Document, the Offering Price is equivalent to a premium of approx. 20.5% on the weighted three-months average share price prior to publishing of the intention to issue an offer by the group of investors on 16 April 2008 determined by the BaFin in accordance with WpÜG-Ang VO and equivalent to a premium of approx. 25.3% on a weighted three-months average share price also for the period before 16 April 2008 determined on the basis of published (Fact-Set-Research) volume-weighted closing prices in the XETRA electronic trade system.

Please note: The assessment by the Management Board and Supervisory Board in their joint statement regarding the intrinsic value of HRE shares does not constitute any price forecast or expectation. It cannot be excluded that the market price of the HRE Shares may neither in the short term nor in the long term correspond, even approximately, to the results of any of the valuations that have been undertaken. It can also not be excluded that the market price of the HRE Shares will once again decline significantly below the Offer price in case of a failure of the Offer. In particular, the continuing crisis affecting the capital and financial markets, and the overall impact of this crisis on the banking sector – whose full extent can still not be foreseen – need to be taken into account.

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Note to editors:

The full wording of the joint reasoned statement is available immediately on our website: www.hyporealestate.com.

Contact

Hypo Real Estate Group

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2008 JUN -5 P 1:02

DEUTSCHE INTERNET BANK
KONZERNRAT 10.06.08

Press release

Hypo Real Estate Holding AG holds fifth Annual General Meeting

- Shareholders approved all resolutions proposed by management
- Dividend of € 0.50 per share approved
- Six additional Supervisory Board members appointed
- Georg Funke: "New Hypo Real Estate Group has a unique strategic position, and good prospects"

Munich, 27 May 2008: Shareholders of Hypo Real Estate Holding AG approved all proposed resolutions on the agenda of today's Annual General Meeting, held at the International Congress Centre (ICM) in Munich, with a large majority overall, around 2000 shareholders visited the fifth AGM held by Hypo Real Estate Holding AG, which is a constituent of the DAX, the German blue-chip index. 50.39 % of the issued share capital were represented at the time of voting.

Shareholders passed a resolution to pay a dividend of € 0.50 per share for the 2007 financial year (2006: € 1.50), equivalent to a total distribution of more than € 100 million (2006: approx. € 201 million). The dividend resolution reflected the requirement to strengthen the company's capital base, considering the current market environment.

Six additional Supervisory Board members appointed

The Meeting also resolved to increase the Supervisory Board of Hypo Real Estate Holding AG by six additional members. Messrs Francesco Ago, Prof. Dr. Gerhard Casper, Dr. Thomas M. Kolbeck, Maurice O'Connell, Prof. Dr. Dr. h.c. mult. Hans Tietmeyer, and Johan van der Ende were newly elected as members of the Supervisory Board. The extended Board reflects the Group's changed profile and different structure, following the acquisition of DEPFA BANK in 2007.

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The shareholders also approved the management proposals to create € 180 million in new authorised capital, plus € 60 million in new authorised capital with the possibility to exclude subscription rights of shareholders pursuant to section 186 (3) sentence 4 of the German Public Limited Companies Act; in each case including the relevant changes to the Articles of Association.

Furthermore, the General Meeting approved authorisations to acquire treasury shares, and to issue bonds with a total amount not exceeding € 2 billion.

Motion for a special audit rejected

The Annual General Meeting rejected a motion filed by a law firm based in Frankfurt/Main to carry out a special audit (“Sonderprüfung”) pursuant to section 142 (1) of the German Public Limited Companies Act (AktG) with a great majority (99.98 %).

Georg Funke, CEO of Hypo Real Estate Holding AG: “The current market environment, and the impact on the banking sector which has materialised to date, represent a major challenge for all financial institutions. But this should not detract from Hypo Real Estate Group’s achievements in 2007, or from the Group’s targets for the coming years. Following the integration of DEPFA, the enlarged Hypo Real Estate Group is an international heavyweight among providers of commercial real estate finance, public finance, and infrastructure finance. As one of the global leaders in these market segments, it enjoys a strategic position that is truly unique.”

Hypo Real Estate Holding AG

Voting results of the Annual General Meeting on 27 May 2008

Item on agenda	No votes	Yes votes
2. Adoption of a resolution concerning the appropriation of cumulative profits	529,059	99,397,100 99.47%
3. Adoption of a resolution concerning the approval of the actions of members of the Management Board for the financial year 2007	4,142,608	85,010,167 95.35%
4. Adoption of a resolution concerning the approval of the actions of members of the Supervisory Board for the financial year 2007	2,106,418	92,772,492 97.78%
5. Adoption of a resolution concerning changes to sections 7 (1) and (2) as well as 10 (1) of the Articles of Association for enlarging the size of the Supervisory Board, for the possibility of determining the period of office of the individual members of the Supervisory Board and for adjusting the quorum conditions of the Supervisory Board	11,192,499	89,648,530 88.90%
6. Election of six new members of the Supervisory Board		
Francesco Ago	2,133,745	93,265,769 97.76%
Prof. Dr. Gerhard Casper	2,118,084	93,275,165 97.78%
Dr. Thomas M. Kolbeck	5,480,628	89,942,615 94.26%
Maurice O'Connell	1,930,953	93,311,006 97.97%
Prof. Dr. Dr. h.c. mult. Hans Tietmeyer	1,900,657	93,527,280 98.01
Johan van der Ende	1,374,135	44,943,087 97.03%
7. Adoption of a resolution concerning changes to section 16 (1) of the Articles of Association with regard to chairmanship of the Annual General Meeting	157,206	97,128,998 99.84 %

8. Adoption of a resolution concerning the creation of new authorised capital as well as corresponding changes to the Articles of Association (Authorised Capital I)	10,233,945	90,604,732 89.85%
9. Adoption of a resolution concerning the creation of new authorised capital with the possibility of excluding the subscription rights of shareholders in accordance with section 186 (3) sentence 4 AktG as well as corresponding changes to the Articles of Association (Authorised Capital II)	8,649,422	92,183,066 91.42%
10. Adoption of a resolution concerning the authorisation to acquire and use treasury shares in accordance with section 71 (1) no. 8 AktG with the possibility of excluding the subscription rights of shareholders	757,177	98,895,320 99.24%
11. Adoption of a resolution concerning an Authorisation I for issuing convertible bonds and/or bonds with warrants, profit-participation rights and/or profit-linked bonds (or combinations of these instruments) with the possibility of excluding the subscription right of shareholders in accordance with section 186 (3) sentence 4 AktG, creation of Conditional Capital I as well as corresponding changes to the Articles of Association	5,278,867	93,643,055 94.66%
12. Adoption of a resolution concerning an Authorisation II for issuing convertible bonds and/or bonds with warrants, profit-participation rights and/or profit-linked bonds (or combinations of these instruments) with the possibility of excluding the subscription right of shareholders in accordance with section 186 (3) sentence 4 AktG, creation of Conditional Capital II as well as corresponding changes to the Articles of Association	6,263,945	93,549,326 93.72%
13. Adoption of a resolution concerning the approval of the profit transfer agreement between Hypo Real Estate Holding AG and DEPFA Deutsche Pfandbriefbank AG, Eschborn	85,839	100,282,780 99.91%
14. Election of the auditor of the financial statements, the auditor of the consolidated financial statements as well as the auditor for the audit review of the group half-year interim financial report for the financial year 2008	14,669,938	85,801,605 85.40%

Press contact:

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Shareholding Disclosures

02.06.2008 - Disclosure pursuant to section 26 of the German Securities Trading Act - Susquehanna Ireland Ltd.

WKN: 802 770

ISIN: DE 000 802 770 7

Pursuant to section 21 (1) German Securities Trading Act (Wertpapierhandelsgesetz -WpHG), Susquehanna Ireland Ltd. (SIL), Dublin, Ireland, notified Hypo Real Estate Holding AG, Unsoeldstrasse 2, 80538 München, on 30 May 2008 of the following:

'We, Susquehanna Ireland Ltd. (SIL), Dublin, Ireland, would like to make the following notification regarding the holding of voting rights held in Hypo Real Estate Holding AG according to § 21 para. 1 WpHG.

We hereby give notice pursuant to § 21 para. 1 WpHG, that on 26 May 2008 our voting interest held in Hypo Real Estate Holding AG, Unsoeldstrasse 2, 80538 Munich, Germany, exceeded the 3% threshold of § 21 para. 1 WpHG and amounted to 3.13 % voting rights, i.e. 6,293,589 shares with voting rights, at this day.'

Hypo Real Estate Holding AG
Management Board

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