

HOST HOTELS & RESORTS, INC.

Form 8-K

April 22, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) April 22, 2013**

**HOST HOTELS & RESORTS, INC.**

(Exact name of registrant as specified in its charter)

Maryland (Host Hotels & Resorts, Inc.)  
(State or other jurisdiction

of incorporation)

001-14625  
(Commission

File Number)

53-0085950  
(IRS Employer

Identification No.)

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**6903 Rockledge Drive, Suite 1500**

**Bethesda, Maryland 20817**

**(Address of principal executive offices) (Zip Code)**

**(240) 744-1000**

**Registrant's telephone number, including area code**

**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 (see General Instruction A.2. below):

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

**Item 8.01 Other Events**

Host Hotels & Resorts, Inc. (the Company) has filed two prospectus supplements dated April 22, 2013 to the prospectus dated April 22, 2013 that is part of a Registration Statement on Form S-3 (Registration No. 333-188059) relating to (i) the offer and sale from time to time of up to 774,346 shares of common stock, par value \$0.01 per share, of the Company by selling stockholders which may receive such shares upon redemption of units of limited partnership interest in Host Hotels & Resorts, L.P. ( Host L.P. ) and (ii) the offer and sale from time to time of up to 37,209,303 shares of common stock, par value \$0.01 per share, of the Company by the selling stockholders that receive such shares upon the exchange of their holdings in Host L.P. s 2.50% Exchangeable Senior Debentures due 2029.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 5.1                | Opinion of Venable LLP.                                   |
| 5.2                | Opinion of Venable LLP.                                   |
| 23.1               | Consent of Venable LLP (included as part of Exhibit 5.1). |
| 23.2               | Consent of Venable LLP (included as part of Exhibit 5.2). |

**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.

HOST HOTELS & RESORTS, INC.  
(Registrant)

Date: April 22, 2013

By: /s/ Brian G. Macnamara  
Brian G. Macnamara  
Senior Vice President and Corporate Controller

**EXHIBIT INDEX**

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