

STRATEGIC HOTELS & RESORTS, INC

Form 8-K

July 12, 2011

**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) July 6, 2011**

**Strategic Hotels & Resorts, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**

**(State or other jurisdiction**

**of incorporation)**

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**001-32223**  
(Commission

File Number)

**200 West Madison Street, Suite 1700, Chicago, Illinois**  
(Address of principal executive offices)

**(312) 658-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

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

**33-1082757**  
(I.R.S. Employer

Identification No.)

**60606**  
(Zip Code)

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):

- .. 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 1.01 Entry into a Material Definitive Agreement.**

On July 6, 2011, SHC Chopin Plaza, L.L.C. ( "SHC Chopin" ) and DTRS InterContinental Miami, LLC ( "DTRS" ), each a wholly owned subsidiary of Strategic Hotel Funding, L.L.C., the operating company of Strategic Hotels & Resorts, Inc. (the "Company" ), entered into a mortgage loan with Aareal Capital Corporation ( "Aareal Capital" ), as lender (the "Aareal Loan" ). The principal amount of the Aareal Loan is \$85,000,000, which bears interest at LIBOR plus 3.50% per annum. The Aareal Loan is secured by, among other things, a mortgage with respect to the hotel commonly known as the InterContinental Miami. The Aareal Loan has a five-year initial term with two, one-year extension options available to the Company upon the satisfaction of certain financial and other conditions. The Aareal Loan replaces the \$90,000,000 in financing previously encumbering the InterContinental Miami hotel. The foregoing description of the Aareal Loan is qualified in its entirety by reference to (i) the Loan Agreement, dated as of July 6, 2011, by and among SHC Chopin, DTRS, and Aareal Capital and (ii) the related Promissory Note, dated as of July 6, 2011, both of which will be attached as exhibits to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2011, which the Company intends to file in August 2011.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth above in "Item 1.01 - Entry into a Material Definitive Agreement" of this Current Report on Form 8-K (this "Current Report" ) is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release announcing the closing of the Aareal Loan is attached hereto as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 7.01 disclosure.

The information in Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act" ), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report, including Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing.

This Current Report contains forward-looking statements about the Company. Except for historical information, the matters discussed in this Current Report are forward-looking statements subject to certain risks and uncertainties that could cause the actual results to differ materially, including but not limited to the following: availability of capital; ability to obtain, refinance or restructure debt or comply with covenants contained in the Company's debt facilities; volatility in equity or debt markets; rising interest rates and operating costs; rising insurance premiums; cash available for capital expenditures; competition; demand for hotel rooms in the Company's current and proposed market areas; economic conditions generally and in the real estate market specifically, including deterioration of economic conditions and the extent of its effect on business and leisure travel and the lodging industry; ability to dispose of

existing properties in a manner consistent with the Company's disposition strategy; delays in construction and development; demand for hotel condominiums; marketing challenges associated with entering new lines of business; the failure of closing conditions to be satisfied; risks related to natural disasters; the effect of threats of terrorism and increased security precautions on travel patterns and hotel bookings; the outbreak of hostilities and international political instability; legislative or regulatory changes, including changes to laws governing the taxation of REITs; and changes in generally accepted accounting principles, policies and guidelines applicable to REITs.

Additional risks are discussed in the Company's filings with the Securities and Exchange Commission. Although the Company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. The forward-looking statements are made as of the date of this Current Report, and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
99.1	Press release dated July 8, 2011

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.

July 12, 2011

STRATEGIC HOTELS & RESORTS, INC.

By: /s/ Paula Maggio  
Name: Paula Maggio  
Title: Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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