

STRATEGIC HOTELS & RESORTS, INC

Form DFAN14A

November 20, 2013

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 [x]

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

[x] Soliciting Material Pursuant to § 240.14a-12

Strategic Hotels & Resorts, Inc.

(Name of Registrant as Specified In Its Charter)

**Orange Capital, LLC**

**Orange Capital Master I, Ltd.**

**David B. Johnson**

**Daniel Lewis**

**John D. Lyons**

**R. Mark Woodworth**

**Russell Hoffman**

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

Payment of Filing Fee (check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rule 14a-6(i)(4) 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:

On November 20, 2013, Orange Capital, LLC and its affiliates (collectively, "Orange Capital") issued a press release announcing its intention to nominate four individuals for election as director at the 2014 annual meeting of stockholders of Strategic Hotels & Resorts, Inc. (the "Company") and the launch of a website, [www.BEE-strategic.com](http://www.BEE-strategic.com) (the "Website"), to which Orange Capital posted a presentation analyzing the Company's past performance and setting forth Orange Capital's strategic recommendations (the "Presentation"). Copies of the press release and the Presentation are filed herewith as Exhibit 1 and Exhibit 2, respectively. Copies of all additional materials posted to the Website are filed herewith as Exhibit 3.+

Information regarding the Participants in a solicitation of proxies of the shareholders of the Company in connection with the 2014 annual meeting of stockholders is filed herewith as Exhibit 4.