

HOST HOTELS & RESORTS, INC.

Form 8-K

March 27, 2014

**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): March 27, 2014**

**HOST HOTELS & RESORTS, INC.**

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

**Maryland**  
**(State or other jurisdiction**

**of Incorporation)**

**001-14625**  
**(Commission**

**File Number)**  
**6903 Rockledge Drive**

**53-0085950**  
**(I.R.S. Employer**

**Identification No.)**

**Suite 1500**

**Bethesda, Maryland 20817**

**(Address of principal executive offices and 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors (the **Board**) of Host Hotels & Resorts, Inc., a Maryland corporation (the **Company**), has resolved to opt out of Section 3-803 of the Maryland General Corporation Law, which permits the board of directors of a Maryland corporation to divide its directors into classes, and further the Board has resolved that it will not repeal this prohibition unless the repeal is approved by the stockholders of the Company by the affirmative vote of a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors. The resolution adopted by the Board is set forth below and the Company has filed the Articles Supplementary, attached hereto as Exhibit 3.3, to the charter of the Company with the State Department of Assessments and Taxation of Maryland.

Resolved, that, pursuant to Section 3-802(c) of the Maryland General Corporation Law (the **MGCL**), the Company is hereby prohibited from electing to be subject to the provisions of Section 3-803 of the MGCL, and further provided that the foregoing prohibition may not be repealed unless the repeal of such prohibition is approved by the stockholders of the Company by the affirmative vote of at least a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors.

The foregoing summary of the Articles Supplementary is qualified in its entirety by reference to the text of the Articles Supplementary, which is attached as Exhibit 3.3 to this Form 8-K and is incorporated by reference into this Item 5.03.

**ITEM 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibit is filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
3.3	Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland on March 27, 2014

**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.

Date: March 27, 2014

HOST HOTELS & RESORTS, INC.

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