

HOST HOTELS & RESORTS, INC.
Form 424B7
August 01, 2011

Filed pursuant to Rule 424(b)(7)
Registration No. 333-117229

Prospectus Supplement to

Prospectus dated October 7, 2004

HOST HOTELS & RESORTS, INC.

21,311,681 Shares of Common Stock

This prospectus supplement relates to 21,311,681 shares of our common stock that may be offered for resale by the persons or entities listed herein who may become stockholders of ours upon issuance of shares of common stock upon exchange of 3.25% Exchangeable Senior Debentures due April 15, 2024 of Host Hotels & Resorts, L.P. (of which we are the sole general partner and in which we own approximately 98% of the partnership interests). Host Hotels & Resorts, L.P. issued the debentures in a private offering on March 16, 2004. This prospectus supplement also relates to an indeterminate number of additional shares of our common stock that may be issued from time to time upon exchange of the debentures as a result of exchange rate adjustments under the terms of the debentures.

The selling stockholders named in this prospectus supplement, or in supplements hereto, may sell all or a portion of the common stock, from time to time, in market transactions, in negotiated transactions or otherwise, and at prices and on terms which will be determined by the then prevailing market price for our common stock or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. In addition, the selling stockholders may offer the common stock from time to time through ordinary brokerage transactions on the New York Stock Exchange. See Plan of Distribution in the prospectus dated October 7, 2004 for additional information on the methods of sale.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

No securities are being offered or sold by us pursuant to this prospectus supplement. We will not receive any of the proceeds from the sale of these shares by the selling stockholders.

Our common stock is traded on the New York Stock Exchange under the symbol HST. On July 29, 2011, the last reported sale price of our common stock was \$15.85 per share.

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Our principal executive offices are located at 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland, 20817. Our phone number is (240) 744-1000.

Investing in the offered securities involves risks. See Risk Factors beginning on page 2 of the prospectus dated October 7, 2004.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the offered securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement August 1, 2011.

SELLING STOCKHOLDERS

The table below supplements or amends the table of stockholders contained on pages 33 through 34 of the Prospectus dated October 7, 2004. Where the name of a selling stockholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that selling stockholder supersedes the information in the Prospectus. Currently there is outstanding \$309,282,000 aggregate principal amount of Host Hotels & Resorts, L.P. debentures. We may issue the offered shares of common stock to the selling stockholders if, and to the extent, that they exchange their debentures for shares of common stock. The following table provides information regarding the selling stockholders and the number of shares of common stock they are offering for resale.

The exchange rate on the debentures is subject to adjustment in certain events. Accordingly, the number of shares of common stock issuable upon the exchange of the debentures may increase or decrease from time to time.

Unless otherwise indicated in the footnotes below, we believe that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned. Because the selling stockholders may offer, pursuant to this prospectus, all or some portion of the common stock listed below, no estimate can be given as to the amount of common stock that will be held by the selling stockholder upon consummation of any sales. In addition, the selling stockholders listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from registration requirements of the Securities Act, some or all of their debentures or common stock since the date as of which such information was provided to us. The percentage ownership data is based on 693,002,997 shares of our common stock issued and outstanding as of June 15, 2011.

Unless otherwise set forth below, no selling stockholder has had any material relationship with us or any of our affiliates within the past three years, other than as a stockholder.

We have prepared the table based on information given to us by, or on behalf of, the selling stockholders on or before August 1, 2011. Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements or amendments to this prospectus if and when necessary.

Name	Number of Shares Beneficially Owned Before Offering (1)	Number of Shares Being Offered for Resale (2)(3)	Percentage of Common Stock Outstanding (4)
Absolute Strategies Fund - Forum Funds Trust	196,723	196,723	*
Advent Claymore Enhanced Growth & Income Fund (LCM) (6)	30,230	30,230	*
Advent Global Active Extension Fund (6)	26,230	26,230	*
Advent Global Phoenix Convertible Fund (6)	20,984	20,984	*
ADVENT GLBL CONV GM HOURLY (6)	69,181	69,181	*
ADVENT GLBL CONV GM SALARY (6)	40,000	40,000	*
Alabama Children's Hospital Foundation	6,557	6,557	*
Alcon Laboratories (6)	12,525	12,525	*
Alphas Managed Accounts Platform III Limited (7)	393,446	393,446	*
Altma Fund SICAV P.I.C. in respect of Advent Convertible Arbitrage Sub-Fund (INOCAP) (6)	15,935	15,935	*
American Century Capital Portfolios, Inc - Equity Income Fund (14)	10,526,856	10,526,856	1.50%

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American Century Investments Value Yield LLC (14)	27,279	27,279	*
American Century Value Yield Trust (14)	359,741	359,741	*
Arkansas PERS (9)	142,296	142,296	*
ATSF - Transamerica Convertible Securities	426,234	426,234	*
Aventis Pension Master Trust	20,984	20,984	*
AVK (Advent Claymore) Fund	114,755	114,755	*
Bank of America Pension Trust	354,102	354,102	*
Barclays Capital Inc. (24)	1,508	1,508	*
Barclays Global Investors Diversified Alpha Plus Funds	50,492	50,492	*
Barnet Partners Ltd.	915,419	915,419	*
Basso Holdings Ltd.	263,478	263,478	*
Bear Stearns	196,723	196,723	*
BMW-Suzuka Annapurna (6)	35,541	35,541	*
BNP Paribas Equity Strategies, SNC	244,461	244,461	*
Boilermakers - Blacksmith Pension Trust	72,132	72,132	*
British Virgin Islands Social Security Board (6)	8,066	8,066	*
Calamos Growth & Income Fund - Calamos Investment Trust	3,934,464	3,934,464	*
Calamos Growth & Income Portfolio - Calamos Advisors Trust	27,541	27,541	*
Calamos Strategic Total Return Fund	285,249	285,249	*
California Health Care Foundation (6)	28,918	28,918	*
CC	229,510	229,510	*
CC ARB SIF I, Ltd. (10)	30,164	30,164	*
CC Arbitrage Ltd. (11)	173,641	173,641	*
CEMEX Pension Plan	10,820	10,820	*
CGNU Life Fund	81,968	81,968	*
Citigroup Global Markets Inc.	672,138	672,138	*
Citigroup Pension Plan	16,394	16,394	*
City of Knoxville Pension System	11,148	11,148	*
City of Sarasota Police Officers Pension Plan (6)	918	918	*
CNH	32,787	32,787	*
Commercial Union Life Fund	101,640	101,640	*
Convertible Securities Fund	5,246	5,246	*
CooperNeff Convertible Strategies (Cayman) Master Fund, LP	205,051	205,051	*
Credit Suisse Securities (USA) LLC	163,936	163,936	*
CSS, L.L.C.	131,149	131,149	*
DBX Convertible Arbitrage 14 Fund (20)	31,804	31,804	*
D.E. Shaw/Valence Portfolios, L.L.C.	2,983,635	2,983,635	*
Deep Rocks & Co.	249,183	249,183	*
Delta Airlines Master Trust	92,788	92,788	*
Delta Pilots Disability and Survivorship Trust	14,754	14,754	*
DKR SoundShore Strategic Holding Fund Ltd.	131,149	131,149	*
Domestic & Foreign Missionary Society DFMS (6)	3,344	3,344	*
Dorinco Reinsurance Company	65,574	65,574	*
Ellington Overseas Partners, Ltd	655,744	655,744	*
Employers Mutual Casualty Company Value Yield (14)	128,198	128,198	*
Equity Overlay Fund	222,953	222,953	*
Ferox BF Limited (7)	131,149	131,149	*
Florida Power & Light	132,591	132,591	*
Forest Fulcrum Fund LP	46,951	46,951	*
Forest Global Convertible Fund, Ltd., Class A-5	543,415	543,415	*
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio	19,476	19,476	*
FrontPoint	196,723	196,723	*
Geode U.S. Convertible Arbitrage Fund, a segregated account of Geode Capital Master Fund Ltd.	196,723	196,723	*
Georgetown University	3,869	3,869	*
GMIMCO Trust	196,723	196,723	*
Goldman Sachs & Co.	414,561	414,561	*
Grace	295,085	295,085	*

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Grady Hospital Foundation	12,394	12,394	*
Guggenheim Portfolio Company XXXI, LLC	436,726	436,726	*
HFR CA Global Opportunity Master Trust	143,805	143,805	*
HFR CA Lazard Rathmore Master Trust (20)	27,869	27,869	*
HFR CA Opportunity Master Trust	20,984	20,984	*
HFR CA Select Fund	65,574	65,574	*
HFR RVA Combined Master Trust (18)	126,165	126,165	*
HFR RVA Select Performance	60,656	60,656	*
Highbridge International LLC (12)	902,213	819,680	*
Highmark Limited (20)	39,673	39,673	*
Hollowbattle	120,329	120,329	*
IAM Mini-Fund 14 Limited (17)	133,903	133,903	*
IAM Mini-Fund 19 Limited (20)	15,541	15,541	*
IDEX - Transamerica Convertible Securities Fund	262,298	262,298	*
Independence Blue Cross (6)	30,886	30,886	*
Indiana Lumbermens Mutual Insurance Company (6)	1,902	1,902	*
Institutional Benchmark Series Ltd.	39,804	39,804	*
Institutional Benchmarks	131,149	131,149	*
Institutional c/o Quattro	44,263	44,263	*
Investcorp Silverback Arbitrage Master Fund Limited (22)	426,234	426,234	*
J.P. Morgan Securities Inc.	140,067	140,067	*
Jefferies & Company, Inc. (23)	197	197	*
JMG Capital Partners, LP	131,149	131,149	*
JMG Triton Offshore, Ltd.	131,149	131,149	*
John Deere Pension Trust	281,970	281,970	*
KBC Convertibles MAC28 Limited	196,723		