

HOST HOTELS & RESORTS L.P.

Form 8-K

March 14, 2012

**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 6, 2012**

**HOST HOTELS & RESORTS, INC.**

**HOST HOTELS & RESORTS, L.P.**

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

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|                                                                                             |                                                                                                        |                                                    |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| Maryland (Host Hotels & Resorts, Inc.)                                                      | 001-14625                                                                                              | 53-0085950                                         |
| Delaware (Host Hotels & Resorts, L.P.)<br>(State or other jurisdiction<br>of incorporation) | 0-25087<br>(Commission<br>File Number)<br>6903 Rockledge Drive, Suite 1500<br>Bethesda, Maryland 20817 | 52-2095412<br>(IRS Employer<br>Identification No.) |

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (240) 744-1000

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 7.01. Regulation FD Disclosure.**

Subsequent to December 31, 2011, Host Hotels & Resorts, Inc. ( Host Inc ) issued approximately 9.6 million shares of common stock at an average price of \$15.63, pursuant to its at the market equity program, for net proceeds of approximately \$148 million. The net proceeds were contributed to Host Hotels & Resorts, L.P. ( Host L.P. ), for whom Host Inc. acts as general partner, in exchange for operating partnership units.

Additionally, on March 6, 2012, our Asian joint venture (the Asian JV ), of which Host Inc. owns a 25% interest through Host L.P., purchased the 278 room Citigate Hotel in Perth, Australia for approximately A\$61 million. Our portion of the investment is A\$15 million. The Asian JV will invest A\$17 million as part of a redevelopment plan, under which the hotel will be rebranded as a Four Points by Sheraton. The joint venture expects to borrow approximately A\$45 million of secured debt in conjunction with the acquisition of the property and the redevelopment plan.

**Item 8.01. Other Events.**

On March 14, 2012, Host Inc. issued a press release announcing that Host L.P. was launching an offering of \$300 million aggregate principal amount of new senior notes due 2022. A copy of the press release is attached hereto and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description                                                      |
|-------------|------------------------------------------------------------------|
| 99.1        | Host Hotels & Resorts, Inc. Press Release, dated March 14, 2012. |
|             | * * *                                                            |

**Forward-looking Statements**

In this Current Report on Form 8-K, we make forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are identified by their use of terms and phrases such as anticipate, believe, could, expect, may, intend, predict, project, plan, will, estimate and other similar terms and phrases. Forward-looking statements are based on management's current expectations and assumptions and are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause our actual results to differ materially from those anticipated at the time the forward-looking statements are made. These risks and uncertainties include our ability to complete anticipated financings and other risks and uncertainties associated with our business described in our Annual Report on Form 10-K for the year ended December 31, 2011 and in other filings with the Securities and Exchange Commission. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that we will attain these expectations or that any deviations will not be material. Except as otherwise required by the federal securities laws, we disclaim any obligations or undertaking to publicly release updates to any forward-looking statement contained in this report to conform the statement to actual results or changes in our expectations.

**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: March 14, 2012

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

**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, L.P.  
(Registrant)

By: HOST HOTELS & RESORTS, INC.  
Its General Partner

Date: March 14, 2012

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

**EXHIBIT INDEX**

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