

HOST HOTELS & RESORTS, INC.

Form 8-K

May 18, 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): May 12, 2011**

**HOST HOTELS & RESORTS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction

of Incorporation)

**001-14625**  
(Commission

File Number)

**53-0085950**  
(IRS Employer

Identification No.)

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**6903 Rockledge Drive, Suite 1500**

**Bethesda, Maryland 20817**

**(Address of Principal Executive Offices and Zip Code)**

**(240) 744-1000**

**Registrant's telephone number, including area 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:

- 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 5.07. Submission of Matters to a Vote of Security Holders**

Annual Meeting of Stockholders

Host Hotels & Resorts, Inc. ( Host ) held its Annual Meeting of Stockholders on May 12, 2011. Stockholders were asked to vote on four proposals: the election of directors, the ratification of KPMG LLP as Host s auditors for 2011, an advisory vote on executive compensation, and an advisory vote on the frequency of votes on executive compensation.

**Proposal 1 Election of Directors**

Final votes regarding the election of eight directors for terms expiring at the 2012 annual meeting of stockholders are set forth below. Accordingly, each director nominee was elected for a one year term.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS AND BROKER NON-VOTES</b>
Robert M. Baylis	598,656,428	4,538,469	17,043,409
Willard W. Brittain	586,921,947	15,871,988	17,444,371
Terence C. Golden	593,030,616	10,165,545	17,041,983
Ann McLaughlin Korologos	596,388,849	6,830,668	17,019,755
Richard E. Marriott	589,893,515	13,258,738	17,087,019
John B. Morse, Jr.	601,462,810	1,329,454	17,446,846
Gordon H. Smith	601,459,074	1,333,608	17,446,590
W. Edward Walter	597,468,495	5,736,826	17,033,951

**Proposal 2 Ratification of Appointment of Independent Registered Public Accountants**

Final votes on the ratification of the appointment of KPMG LLP as independent auditors of Host to serve for the 2011 calendar year are set forth below. Accordingly, the appointment of KPMG LLP was ratified.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS AND BROKER NON-VOTES</b>
618,591,715	1,469,776	177,771

**Proposal 3 Advisory Vote on Executive Compensation**

The final non-binding, advisory votes on the compensation of Host s named executive officers are set forth below.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS AND BROKER NON-VOTES</b>
600,420,500	2,430,813	17,387,904

**Proposal 4 Frequency of Advisory Vote on Executive Compensation**

Final non-binding, advisory votes on the frequency of an advisory vote on executive compensation are set forth below.

	<b>ABSTENTIONS</b>			
	<b>AND</b>			
	<b>BROKER</b>			
	<b>ONE YEAR</b>	<b>TWO YEARS</b>	<b>THREE YEARS</b>	<b>NON-VOTES</b>
	542,987,011	1,497,214	58,501,626	17,249,809

Host's Board of Directors recommended an annual advisory vote on executive compensation. In light of Host's Board of Directors recommendation of an annual advisory vote on executive compensation and taking into account the preferences of the stockholders, as set forth above, Host's Board of Directors has determined that it will hold an advisory vote on the compensation of the Host's named executive officers annually until the next required vote on the frequency of such an advisory vote.

**SIGNATURE**

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: May 17, 2011

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