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Sunstone Hotel Investors, Inc.
Form 8-K
April 29, 2016

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): April 28, 2016

Sunstone Hotel Investors, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

001-32319
(Commission File Number)

20-1296886
(I.R.S. Employer
Identification Number)

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120 Vantis, Suite 350
Aliso Viejo, California
(Address of Principal Executive Offices)

92656
(Zip Code)

(949) 330-4000

(Registrant's telephone number including area code)

N/A

(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:

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Directors.

Changes to Committee Membership

On April 28, 2016, the Board of Directors of Sunstone Hotel Investors, Inc. (the “Company”) approved certain changes to the membership composition of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The table below summarizes the membership information for each of the committees of the Company’s Board of Directors, effective April 28, 2016:

| | Audit | Compensation | Nominating |
|----------------------|-------|--------------|------------|
| W. Blake Baird | | | X |
| Andrew Batinovich | X | X * | |
| Z. Jamie Behar | X | | X * |
| Thomas A. Lewis, Jr. | | X | |
| Keith M. Locker | X | | |
| Murray J. McCabe | | X | |
| Douglas M. Pasquale | | X | X |
| Keith P. Russell | X * | | X |

*Chair

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 28, 2016, Sunstone Hotel Investors, Inc. (the “Company”) held its Annual Meeting of Stockholders. The matters on which the stockholders voted, in person or by proxy, and the results of such voting, were as follows:

- 1) Nomination and election of directors to serve until the next annual meeting and until their successors are elected and qualified:

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| | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|----------------------|-------------|----------------|-------------|------------------|
| John V. Arabia | 194,207,526 | 1,237,794 | 0 | 2,308,821 |
| W. Blake Baird | 190,853,975 | 4,591,345 | 0 | 2,308,821 |
| Andrew Batinovich | 194,222,159 | 1,223,161 | 0 | 2,308,821 |
| Z. Jamie Behar | 193,330,131 | 2,115,189 | 0 | 2,308,821 |
| Thomas A. Lewis, Jr. | 194,223,309 | 1,222,011 | 0 | 2,308,821 |
| Keith M. Locker | 194,057,060 | 1,388,260 | 0 | 2,308,821 |
| Murray J. McCabe | 194,226,294 | 1,219,026 | 0 | 2,308,821 |
| Douglas M. Pasquale | 173,874,096 | 21,571,224 | 0 | 2,308,821 |
| Keith P. Russell | 193,704,713 | 1,740,607 | 0 | 2,308,821 |

- 2) Ratification of the appointment of Ernst & Young LLP to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 196,945,299 | 799,671 | 9,171 | 0 |

- 3) Advisory resolution to approve the compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 194,204,718 | 1,092,111 | 148,491 | 2,308,821 |

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 thereunto duly authorized.

Sunstone Hotel Investors, Inc.

Date:
April 29,
2016

By: /s/ Bryan A. Giglia

Bryan A. Giglia

(Principal Financial Officer and Duly Authorized Officer)
