

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K/A  
August 14, 2006

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K/A

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Current Report Pursuant

to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) June 1, 2006

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## Strategic Hotels & Resorts, Inc.

*(Exact Name of Registrant as Specified in its Charter)*

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Maryland

*(State or Other Jurisdiction of Incorporation)*

001-32223

*(Commission File Number)*

33-1082757

*(I.R.S. Employer Identification No.)*

77 West Wacker Drive, Suite 4600, Chicago, Illinois  
*(Address of Principal Executive Offices)*

(312) 658-5000

*(Registrant's Telephone Number, Including Area Code)*

60601  
*(Zip Code)*

Not Applicable

*(Former Name or Former Address, if Changed Since Last Report)*

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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):

- .. 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))
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Strategic Hotels & Resorts, Inc. (the Company) hereby amends its Current Report on Form 8-K filed on June 2, 2006, in order to file the financial statements and pro-forma financial information required by Item 9.01 of Form 8-K in connection with the Company's acquisition of the Westin St. Francis San Francisco hotel, which acquisition closed on June 1, 2006.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial statements of businesses acquired.* Filed as Exhibit 99.1 hereto are the financial statements as of and for the year ended December 31, 2005 and as of March 31, 2006 and for the three months ended March 31, 2006 and 2005, respectively, for BRE/St. Francis L.L.C., the property owner/seller of the Westin St. Francis San Francisco hotel which are substantially the same as those of the hotel except for the inclusion of notes payable and subordinated incentive fees payable that the Company did not assume in the acquisition.

(b) *Pro forma financial information.* Filed as Exhibit 99.2 hereto is the pro forma financial information for the Westin St. Francis San Francisco hotel.

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of PricewaterhouseCoopers LLP
99.1	Financial statements as of and for the year ended December 31, 2005 and as of March 31, 2006 and for the three months ended March 31, 2006 and 2005, respectively, for BRE/St. Francis L.L.C., the property owner/seller of the Westin St. Francis San Francisco hotel
99.2	Pro forma financial information for the Westin St. Francis San Francisco hotel

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.

STRATEGIC HOTELS & RESORTS, INC.

August 14, 2006

By: /s/ Jayson C. Cyr  
Name: Jayson C. Cyr  
Title: Senior Vice President, Controller