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STRATEGIC HOTEL CAPITAL INC

Form 8-K

March 15, 2006

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 9, 2006

Strategic Hotel Capital, Inc.

(Exact Name of Registrant as Specified in its Charter)

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

60601

(Address of Principal Executive Offices)

(Zip Code)

(312) 658-5000

(Registrant's Telephone Number, Including Area Code)

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):

- ☐ 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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**Item 5.03**

**Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 9, 2006, Strategic Hotel Capital, Inc. (the "Company") filed an Articles of Amendment (the "Articles of Amendment") with the State Department of Assessments and Taxation of Maryland amending the Company's charter to change its name from Strategic Hotel Capital, Inc. to Strategic Hotels & Resorts, Inc. effective as of 8:00 a.m. on March 15, 2006 (the "Effective Date"). As a result of the name change, as of the Effective Date, the new trading symbols for the Company's common stock and Series B Cumulative Redeemable Preferred Stock on the New York Stock Exchange will be BEE and BEE Pr B, respectively.

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The Articles of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. A copy of the press release relating to name change is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

|      |                                     |
|------|-------------------------------------|
| 3.1  | Articles of Amendment               |
| 99.1 | Press Release, dated March 15, 2006 |

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### 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 HOTEL CAPITAL, INC.

By: /s/ Monte J. Huber  
Name: Monte J. Huber  
Title: Vice President, Controller and Treasurer

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