

HOST HOTELS & RESORTS, INC.
Form 8-K
September 30, 2014

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) September 30, 2014

HOST HOTELS & RESORTS, INC.
(Exact name of registrant as specified in its charter)

**Maryland (Host Hotels & Resorts,
Inc.)**
**(State or other jurisdiction
of incorporation)**

001-14625
**(Commission
File Number)**
6903 Rockledge Drive, Suite 1500

53-0085950
**(IRS Employer
Identification No.)**

Bethesda, Maryland 20817

(Address of principal executive offices) (Zip Code)

(240) 744-1000

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. 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 8.01 Other Events

Host Hotels & Resorts, Inc. (the Company) has filed a prospectus supplement dated September 30, 2014 to the prospectus dated April 22, 2013 that is part of a Registration Statement on Form S-3 (Registration No. 333-188059) relating to the issuance of up to 18,064,506 shares of common stock, par value \$0.01 per share, of the Company to the holders of 17,684,400 units of limited partnership interest (OP Units) of Host Hotels & Resorts, L.P. upon tender of such OP Units for redemption, based on the current conversion ratio of 1.021494 shares of the Company's common stock for each OP Unit.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit

| No. | Description |
|------------|-----------------------------------------------------------|
| 5.1 | Opinion of Venable LLP. |
| 23.1 | Consent of Venable LLP (included as part of Exhibit 5.1). |

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: September 30, 2014

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

EXHIBIT INDEX

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