

HOST HOTELS & RESORTS, INC.

Form 8-K

May 11, 2010

**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 6, 2010**

**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**  
(Address of Principal Executive Offices)

**20817**  
(Zip Code)

**Registrant's telephone number, including area code: (240) 744-1000**

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

(a) Host held its Annual Meeting of Stockholders on May 6, 2010.

(b) Stockholders were asked to vote on two proposals: the election of directors and the ratification of KPMG LLP as the Company's auditors for 2010. Final votes regarding the election of eight directors for terms expiring at the 2011 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<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|--------------------------|-------------|----------------|---|
| Robert M. Baylis         | 536,113,134 | 16,458,064     | 21,521,433  |
| Willard W. Brittain, Jr. | 538,466,332 | 14,129,917     | 21,523,382  |
| Terence C. Golden        | 533,656,156 | 18,825,504     | 21,637,971  |
| Ann McLaughlin Korologos | 524,749,598 | 27,853,456     | 21,516,577  |
| Richard E. Marriott      | 546,491,542 | 6,124,861      | 21,503,228  |
| John B. Morse, Jr.       | 550,472,802 | 2,114,815      | 21,532,014  |
| Gordon H. Smith          | 550,479,071 | 2,124,745      | 21,515,815  |
| W. Edward Walter         | 549,312,279 | 3,293,191      | 21,514,161  |

Final votes on the ratification of the appointment of KPMG LLP as independent auditors of Host to serve for the 2010 calendar year are set forth below. Accordingly, the appointment of KPMG LLP was approved.

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|---|
| 566,100,615 | 7,571,001      | 448,015   |

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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.

Date: May 11, 2010

By: /s/ BRIAN G. MACNAMARA  
Name: **Brian G. Macnamara**  
Title: **Senior Vice President,**  
  
**Corporate Controller**