

HOST HOTELS & RESORTS, INC.

Form 424B7

August 29, 2013

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed		Amount of Registration Fee(2)
		Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price (3)	
Common Stock, par value \$0.01 per share	1,202,953	(3)	(3)	(3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall be deemed to cover any additional number of shares of common stock as may be issued from time to time as a result of stock splits, stock dividends or similar transactions.
- (2) Payment of the registration fee at the time of filing of the registrant's registration statement on Form S-3, filed with the Securities and Exchange Commission (SEC) on April 22, 2013 (File No. 333-188059), was deferred pursuant to Rules 456(b) and 457(r) under the Securities Act. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in such registration statement.
- (3) The securities registered hereby consist of 1,202,953 unsold shares of common stock previously registered on the registrant's registration statement on Form S-3 (Registration No. 333-171605) filed on January 7, 2011 (the Prior Registration Statement). Pursuant to Rule 415(a)(6) under the Securities Act, \$2,526.50 of the \$2,573.40 registration fee previously paid by the registrant in connection with such unsold securities will continue to be applied to such unsold securities, and the offering of the unsold securities registered under the Prior Registration Statement will be deemed terminated as of the date of the filing of this prospectus supplement.

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Filed Pursuant to Rule 424(b)(7)
Registration No. 333-188059

Prospectus Supplement

(To Prospectus dated April 22, 2013)

Host Hotels & Resorts, Inc.

1,202,953 Shares of Common Stock

This prospectus supplement relates to the offer and sale from time to time of up to 1,202,953 shares of common stock, par value \$0.01 per share, of Host Hotels & Resorts, Inc. by a person or entity who may receive such shares upon redemption of units of limited partnership interest, or OP units, in Host Hotels & Resorts, L.P., if, and to the extent that, the holder of such units elects to redeem its OP units and we elect to issue shares of our common stock in exchange for such OP units. The potential holders of these shares of our common stock are referred to herein as the selling stockholders. Host Hotels & Resorts, Inc. is the sole general partner of Host Hotels & Resorts, L.P. The registration of the shares of common stock to which this prospectus supplement and the accompanying prospectus relate does not require the selling stockholders to sell any of their shares of common stock nor does it require us to issue any shares of common stock.

We will not receive any proceeds from any issuance of shares of our common stock to the selling stockholders or from the sale of such shares by the applicable selling stockholder, but we have agreed to pay certain registration expenses relating to such shares of our common stock. The applicable selling stockholders from time to time may offer and sell the shares held by them directly or through agents or broker-dealers on terms to be determined at the time of sale, as described in more detail in this prospectus supplement. See Plan of Distribution.

To assist us in complying with federal income tax requirements applicable to real estate investment trusts, among other purposes, our charter contains certain restrictions on the transfer and ownership of our common stock, including an ownership limit of 9.8% of our common stock. See Description of Capital Stock Restrictions on Transfer and Ownership beginning on page 7 of the accompanying prospectus.

Our common stock is traded on the New York Stock Exchange under the symbol HST . On August 28, 2013, the last reported sale price of our common stock was \$17.13 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page S-2 of this prospectus supplement.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 29, 2013.

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Prospectus

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we, nor the selling stockholders, have authorized any other person to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which they relate, and this prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make such an offer or solicitation. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus supplement and the documents incorporated by reference herein contain registered trademarks, service marks and brand names that are the exclusive property of their respective owners, which are companies other than us, including Marriott®, Ritz-Carlton®, Hyatt®, Four Seasons®, Fairmont®, Hilton®, Renaissance®, Westin®, Sheraton®, W®, The Luxury Collection®, St. Regis®, Swissôtel®, Le Meridien®, Novotel®, ibis®, Pullman® and Delta®. None of the owners of these trademarks, service marks or brand names, their affiliates or any of their respective officers, directors, agents or employees, is an issuer or underwriter of any of the securities to be issued pursuant to this prospectus supplement. In addition, none of such persons has or will have any responsibility or liability for any information contained in this prospectus supplement or the documents incorporated by reference herein.

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ABOUT THIS PROSPECTUS SUPPLEMENT

You should read this prospectus supplement along with the accompanying prospectus, as well as the information incorporated by reference herein and therein, carefully before you invest in our common stock. This prospectus supplement describes the shares of our common stock that the selling stockholders may receive under circumstances where we issue such shares upon redemption of OP units in Host Hotels & Resorts, L.P., if, and to the extent that, the holder of such units elects to redeem its OP units and we elect to issue shares of our common stock in exchange for such OP units.

The accompanying prospectus contains information about our securities generally, some of which does not apply to the common stock covered by this prospectus supplement. This prospectus supplement may add, update or change information contained in or incorporated by reference in the accompanying prospectus. If the information in this prospectus supplement is inconsistent with any information contained in or incorporated by reference in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the inconsistent information contained in or incorporated by reference in the accompanying prospectus.

Host Hotels & Resorts, L.P. (Host L.P.) is a Delaware limited partnership operating through an umbrella partnership structure with Host Hotels & Resorts, Inc., a Maryland corporation (Host Inc.), as its sole general partner. Host Inc. operates as a self-managed and self-administered real estate investment trust (REIT). In addition to being the sole general partner, Host Inc. holds approximately 98.7% of the partnership interests in Host L.P. as of August 28, 2013. Unless the prospectus supplement otherwise indicates or the context otherwise requires, all references in this prospectus supplement to Host Inc. mean Host Hotels & Resorts, Inc. and references to Host L.P. mean Host Hotels & Resorts, L.P. and its consolidated subsidiaries in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. and Host L.P. file combined periodic reports with the SEC, which are incorporated by reference herein. We use the terms we, our or the company to refer to Host Inc. and Host L.P. together, unless the context indicates otherwise.

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FORWARD-LOOKING STATEMENTS

Information included and incorporated by reference in this prospectus supplement and accompanying prospectus contains forward-looking statements. These forward-looking statements are identified by their use of terms and phrases such as anticipate, believe, could, expect, may, intend, predict, project, plan, will, estimate and other similar terms and phrases, including references to assumptions and forecasts of future results. Forward-looking statements are based on management's current expectations and assumptions and are not guarantees of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results to differ materially from those anticipated at the time the forward-looking statements are made.

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

the effect on lodging demand of (i) changes in national and local economic and business conditions, including concerns about global economic prospects and the speed and strength of a recovery, and (ii) other factors such as natural disasters, weather, changes in the international political climate, and the occurrence or potential occurrence of terrorist attacks, all of which will affect occupancy rates at our hotels and the demand for hotel products and services;

operating risks associated with the hotel business, including the effect of increasing labor costs or changes in workplace rules that affect labor costs;

the continuing volatility in global financial and credit markets, and the impact of budget deficits and pending and future U.S. governmental action to address such deficits through reductions in spending and similar austerity measures, which could materially adversely affect the U.S. and global economic conditions, business activity, credit availability, borrowing costs, and lodging demand;

the impact of geopolitical developments outside the U.S., such as the sovereign credit issues in certain countries in the European Union, or unrest in the Middle East, which could affect the relative volatility of global credit markets generally, global travel and lodging demand, including for our foreign hotel properties;

the effect of rating agency downgrades of our debt securities on the cost and availability of new debt financings;

the reduction in our operating flexibility and the limitation on our ability to pay dividends and make distributions resulting from restrictive covenants in our debt agreements, which limit the amount of distributions from Host L.P. to Host Inc., and other risks associated with the level of our indebtedness or related to restrictive covenants in our debt agreements, including the risk of default that could occur;

our ability to maintain our properties in a first-class manner, including meeting capital expenditures requirements, and the effect of renovations on our hotel occupancy and financial results;

our ability to compete effectively in areas such as access, location, quality of accommodations and room rate structures;

our ability to acquire or develop additional properties and the risk that potential acquisitions or developments may not perform in accordance with our expectations;

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relationships with property managers and joint venture partners and our ability to realize the expected benefits of our joint ventures and other strategic relationships;

our ability to recover fully under our existing insurance policies for terrorist acts and our ability to maintain adequate or full replacement cost all-risk property insurance policies on our properties on commercially reasonable terms;

the effects of tax legislative action and other changes in laws and regulations, or the interpretation thereof, including the need for compliance with new environmental and safety requirements; and

the ability of Host Inc. and each of the REIT entities acquired, established or to be established by Host Inc. to continue to satisfy complex rules to qualify as REITs for federal income tax purposes, Host L.P.'s ability to satisfy the rules required to maintain its status as a partnership for federal income tax purposes, and Host Inc.'s and Host L.P.'s ability and the ability of our subsidiaries, and similar entities to be acquired or established by us to operate effectively within the limitations imposed by these rules.

Our success also depends upon economic trends generally, various market conditions and fluctuations and those other risk factors discussed under the heading "Risk Factors" herein and under the heading "Risk Factors" in our most recent annual report on Form 10-K and in our other filings with the SEC that are incorporated by reference in this prospectus supplement. We caution you not to place undue reliance on forward-looking statements, which reflect our analysis only and speak as of the date of this prospectus supplement, the accompanying prospectus or as of the dates indicated in the statements. All of our forward-looking statements, including those included and incorporated by reference in this prospectus supplement and the accompanying prospectus, such as our outlook for 2013, are qualified in their entirety by this statement. We undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.

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THE COMPANY

Host Inc. is the largest lodging REIT and one of the largest owners of luxury and upper upscale hotels and conducts its operations through Host L.P. Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control. As of August 28, 2013, our consolidated lodging portfolio consisted of 118 primarily luxury and upper upscale hotels containing approximately 62,700 rooms with the majority located in the United States, as well as 15 properties located outside the United States in Canada, New Zealand, Chile, Australia, Mexico and Brazil. In addition, we own non-controlling interests in two foreign joint ventures: a joint venture in Europe, which owns 19 luxury and upper upscale hotels with approximately 6,100 rooms in France, Italy, Spain, The Netherlands, the United Kingdom, Belgium, Poland and Germany; and a joint venture in the Asia/Pacific region, which owns one hotel in Australia and a minority interest in a joint venture in India that owns two hotels.

The address of our principal executive office is 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland 20817. Our phone number is (240) 744-1000. Our Internet website address is www.hosthotels.com. Information on our website does not constitute part of this prospectus supplement and does not constitute information incorporated by reference into this prospectus supplement.

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RISK FACTORS

Investment in any securities offered pursuant to this prospectus supplement and the accompanying prospectus involves risks. You should carefully consider the risk factors incorporated by reference herein from our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K and other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, as the same may be updated from time to time by our future filings under the Exchange Act. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities. For more information, see the section entitled "Incorporation by Reference" in this prospectus supplement.

USE OF PROCEEDS

We will not receive any proceeds upon the sale of the common stock covered by this prospectus supplement. We will pay certain costs and expenses incurred in connection with the sale of the common stock covered by this prospectus supplement, excluding any brokerage fees and commission and share transfer and other taxes attributable to the sale of the common stock, which will be paid by the applicable selling stockholder.

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The selling stockholders hold or held units of limited partnership interest in Host L.P., which they acquired on December 30, 1998 in exchange for properties and assets. Of the common stock described in this prospectus, 1,364 shares are currently outstanding and the remaining 1,201,589 shares are issuable by us pursuant to our operating partnership agreement upon redemption of OP units by the holders thereof. Our OP units are redeemable, at the option of the holder, for an amount of cash equal to the market value of one share of Host Inc. common stock multiplied by a factor of 1.021494 (subject to adjustment under the operating partnership agreement). Host L.P. has the right, however, to acquire any OP units offered for redemption directly from the holder in exchange for 1.021494 shares of Host Inc. common stock (subject to adjustment), instead of the holder redeeming such OP units for cash. We cannot assure you that any OP units will be redeemed or that any of the common stock described in this prospectus and issuable upon redemption of such OP units will be issued or sold.

The following table assumes that the selling stockholders (other than those selling stockholders who currently own common stock) submit all of their respective OP units for redemption and that we elect to redeem all of those OP units for shares of our common stock instead of for cash. The table provides the name of the applicable selling stockholder, the number of shares of common stock that may be issued to the applicable selling stockholder prior to the offering, and the maximum number of shares of our common stock to be offered by the applicable selling stockholder.

Because the applicable selling stockholder may offer, pursuant to this prospectus supplement and the accompanying prospectus, all or some portion of the common stock listed below, no estimate can be given as to the actual amount of common stock that will be held by the applicable selling stockholder upon consummation of any sales. In addition, the applicable selling stockholder listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from the registration requirements of the Securities Act, some or all of its common stock since the date as of which such information was provided to us. Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements if and when necessary. All information concerning beneficial ownership of shares of common stock offered hereby is obtained from selling stockholders.

The selling stockholders named below and its permitted transferees, pledgees, donees or other successors may from time to time offer the shares of common stock offered by this prospectus supplement and the accompanying prospectus:

Name	Number of Units of Limited Partnership Held	Shares Beneficially Owned Before the Offering(1)		Number of Shares Being Offered for Resale(3)
		Number	Percent (2)	
Blackstone Real Estate Partners II L.P.(4)	1	1	*	1
Blackstone Real Estate Holdings II LP(4)	1	1	*	1
S.B. Westridge, Inc.	10,893	11,127	*	11,127
John G. Schreiber	393,737	402,199	*	402,199
John G. Schreiber 1987 Children s Trust(5)	185,097	189,075	*	189,075
Amy D. Schreiber	21,442	21,902	*	21,902
John G. Schreiber Annual Gift Trust(5)	104,766	107,017	*	107,017
The Michael D. Schreiber 2012 Trust(6)	12,142	12,402	*	12,402
Mathew D. Schreiber	5,000	5,107	*	5,107
Michael D. Schreiber	0	1,364	*	1,364
Stephen A. Schwarzman	215,386	220,015	*	220,015
Timothy R. Coleman	688	702	*	702
Mark T. Gallogly	72,474	74,031	*	74,031
James J. Mossman	48,748	49,795	*	49,795
Gary M. Sumers	65,344	66,748	*	66,748
Jonathan D. Gray	10,404	10,627	*	10,627
John Z. Kukral 1998 Long-Term Trust(7)	6,041	6,170	*	6,170
ES, LLC	12,076	12,335	*	12,335
MNKY, LLC	12,076	12,335	*	12,335
Total	1,176,316	1,202,953		1,202,953

* Denotes less than 1%.

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- (1) Includes shares of common stock that we may elect to issue in connection with the redemption of the selling stockholder's OP units.
- (2) Calculated based on Rule 13d-3(d)(i) under the Securities Exchange Act of 1934, as amended, based on 750,030,597 shares outstanding as of August 2, 2013. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon redemption of the selling stockholder's OP units. However, we did not assume redemption of any other holder's OP units.
- (3) Assumes the applicable selling stockholder sells all of the shares of common stock being offered by this prospectus supplement and the accompanying prospectus.
- (4) Stephen A. Schwarzman, as the ultimate beneficial owner of the securities, has voting and dispositive power over the securities held by the selling stockholder.
- (5) Kathleen A. Schreiber, as trustee, has voting and dispositive power over the securities held by the selling stockholder.
- (6) Michael D. Schreiber, as trustee, has voting and dispositive power over the securities held by the selling stockholder.
- (7) Karin Kukral, as trustee, has voting and dispositive power over the securities held by the selling stockholder.

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PLAN OF DISTRIBUTION

The selling stockholders and their respective successors, which term includes their respective transferees, pledgees or donees, may sell our common stock directly to purchasers or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the applicable selling stockholder or the purchasers. These discounts, concessions or commissions as to any particular underwriter, broker-dealer or agent may be in excess of those customary in the types of transactions involved.

The common stock may be sold in one or more transactions at:

fixed prices;

prevailing market prices at the time of sale;

prices related to the prevailing market prices;

varying prices determined at the time of sale; or

negotiated prices.

These sales may be effected in transactions:

on any national securities exchange or quotation service on which our common stock may be listed or quoted at the time of sale, including the New York Stock Exchange;

in the over-the-counter market;

otherwise than on such exchanges or services or in the over-the-counter market;

through the writing of options, whether the options are listed on an options exchange or otherwise (including the issuance by the applicable selling stockholder of derivative securities);

through the settlement of short sales; or

any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as agent on both sides of the trade.

In addition to selling its common stock under this prospectus, a selling stockholder may transfer its common stock in other ways not involving market makers or established trading markets, including directly by gift, distribution, or other transfer.

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In connection with sales of the common stock or otherwise, the applicable selling stockholder may (A) enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging positions they assume, (B) sell the common stock short and deliver the common stock to close out short positions, (C) loan or pledge the common stock to broker-dealers or other financial institutions that in turn may sell the common stock, (D) enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to the broker-dealer or other financial institution of the common stock, which the broker-dealer or other financial institution may resell pursuant to this prospectus supplement and the accompanying prospectus, or (E) enter into transactions in which a broker-dealer makes purchases as a principal for resale for its own account or through other types of transactions.

Notwithstanding anything in this section to the contrary, the common stock that may be issued upon the redemption of OP units will only be used to cover or in settlement of any short positions in our securities if such short positions were entered into or established at a time that both (A) such shares are issued and outstanding, and (B) the resale of such shares is covered by an effective registration statement.

The aggregate proceeds to the applicable selling stockholder from the sale of the common stock offered by it hereby will be the purchase price of our common stock less discounts and commissions, if any. The applicable selling stockholder reserves the right to accept and, together with its agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

In order to comply with the securities laws of some states, if applicable, our common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers.

The applicable selling stockholder and any broker-dealers or agents that participate in the sale of our common stock may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act. Profits on the sale of our common stock by the applicable selling stockholder and any discounts, commissions or concessions received by any broker-dealers or agents might be deemed to be underwriting discounts and commissions under the Securities Act. A selling stockholder who is deemed to be an underwriter within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. To the extent the applicable selling stockholder may be deemed to be an underwriter, it may be subject to statutory liabilities, including, but not limited to, Sections 11, 12 and 17 of the Securities Act.

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The selling stockholders and any other person participating in a distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder. Regulation M of the Exchange Act may limit the timing of purchases and sales of any of the securities by the selling stockholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the securities to engage in market-making activities with respect to the particular securities being distributed for a period of up to five business days before the distribution.

To our knowledge, there are currently no plans, arrangements or understandings between the selling stockholders and any underwriter, broker-dealer or agent regarding the sale of our common stock by the selling stockholders.

The selling stockholders may decide not to sell any of our common stock described in this prospectus supplement. We cannot assure holders that the selling stockholders will use this prospectus supplement to sell any or all of our common stock. Any securities covered by this prospectus supplement which qualify for sale pursuant to Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than pursuant to this prospectus supplement. In addition, the selling stockholders may transfer, devise or gift the common stock by other means not described in this prospectus supplement.

With respect to a particular offering of our common stock, to the extent required, an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which the prospectus accompanying this prospectus supplement is a part will be prepared and will set forth the following information:

the common stock to be offered and sold;

the name(s) of the selling stockholder(s);

the respective purchase prices and public offering prices and other material terms of the offering;

the names of any participating agents, broker-dealers or underwriters; and

any applicable commissions, discounts, concessions and other items constituting, compensation from the selling stockholder(s). We will pay all of our expenses and specified expenses incurred by the selling stockholders incidental to the registration of the common stock, but each selling stockholder will be responsible for payment of commissions, concessions, fees and discounts of underwriters, broker-dealers and agents.

LEGAL MATTERS

Certain matters of Maryland law will be passed on for us by Venable LLP, Baltimore, Maryland.

EXPERTS

The (i) consolidated financial statements of Host Hotels & Resorts, Inc. as of December 31, 2012 and 2011, and for each of the years in the three-year period ended December 31, 2012, the schedule of Real Estate and Accumulated Depreciation as of December 31, 2012, and management's assessment of the effectiveness of Host Hotels & Resorts, Inc.'s internal control over financial reporting as of December 31, 2012, and (ii) consolidated financial statements of Host Hotels & Resorts, L.P. as of December 31, 2012 and 2011, and for each of the years in the three-year period ended December 31, 2012, and the schedule of Real Estate and Accumulated Depreciation as of December 31, 2012, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

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INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference certain information we file with the SEC, which means that we can disclose important information to you by referring to other information we have filed with the SEC. The information that we incorporate by reference is considered a part of this prospectus supplement and information that we file later with the SEC prior to the termination of this offering will automatically update and supersede the information contained in this prospectus supplement. We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed below or filed in the future, that are not deemed filed with the SEC. We incorporate by reference the documents listed below and any filings made by us with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the termination of this offering (in each case, other than information in such documents that is deemed not to be filed):

the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (including information specifically incorporated by reference from our Proxy Statement from our 2013 Annual Meeting);

the Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013 and June 30, 2013;

the Current Reports of Host Inc. on Form 8-K filed on February 21, 2013, February 25, 2013, April 22, 2013, April 25, 2013, May 3, 2013 and August 2, 2013;

the Combined Current Reports of Host Inc. and Host L.P. on Form 8-K filed on January 25, 2013, February 26, 2013, March 25, 2013, March 28, 2013, April 9, 2013, April 23, 2013, May 22, 2013, June 20, 2013 and July 3, 2013; and

the description of the Company's common stock included in the Registration Statement on Form 8-A, as amended, of HMC Merger Corporation, filed November 18, 1998 (as amended on December 28, 1998).

The accompanying prospectus is part of a registration statement on Form S-3 we have filed with the SEC under the Securities Act. Neither this prospectus supplement nor the accompanying prospectus contains all of the information in the registration statement. We have omitted certain parts of the registration statement, as permitted by the rules and regulations of the SEC. You may inspect and copy the registration statement, including exhibits, at the SEC's Public Reference Room or on our website at <http://www.hosthotels.com>. Information contained on our website is not and should not be deemed a part of this prospectus supplement, the accompanying prospectus or any other report or filing filed with the SEC. Our statements in this prospectus supplement concerning the contents of any contract or other document are not necessarily complete. You should refer to the copy of each contract or other document we have filed as an exhibit to the registration statement for complete information.

Documents incorporated by reference are available from us without charge, excluding all exhibits unless we have specifically incorporated by reference the exhibit in this prospectus supplement and the accompanying prospectus. You may obtain documents incorporated by reference in this prospectus supplement and the accompanying prospectus by requesting them in writing or by telephone from:

Host Hotels & Resorts, Inc.

6903 Rockledge Drive, Suite 1500

Bethesda, Maryland 20817

Attn: Secretary

(240) 744-1000

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PROSPECTUS

Host Hotels & Resorts, Inc.
Common Stock, Preferred Stock, Depositary Shares,
Warrants and Subscription Rights

By this prospectus we may offer, from time to t