

HOST HOTELS & RESORTS, INC.

Form 8-K

June 27, 2018

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): June 27, 2018

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.)

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

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:

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

Host Hotels & Resorts, Inc. (the Company) has filed a prospectus supplement dated June 27, 2018 to the prospectus dated April 18, 2016 that is part of a Registration Statement on Form S-3 (Registration No. 333-210809) relating to the offer and sale from time to time of up to 18,064,506 shares of common stock, par value \$0.01 per share, by the Company to holders which may receive such shares upon the tender of units of limited partnership interest in Host Hotels & Resorts, L.P. for redemption.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
5.1	<u>Opinion of Venable LLP.</u>
23.1	<u>Consent of Venable LLP (included as part of Exhibit 5.1).</u>

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.

Date: June 27, 2018

By: /s/ Brian G. Macnamara

Name: Brian G. Macnamara

Title: Senior Vice President, Corporate Controller