

HOST HOTELS & RESORTS, INC.

Form 8-K

May 16, 2012

**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 10, 2012**

**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 20817**

**(Address of Principal Executive Offices and Zip Code)**

**(240) 744-1000**

**Registrant's telephone number, including area code:**

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

Host Hotels & Resorts, Inc. ( Host ) held its Annual Meeting of Stockholders on May 10, 2012. Stockholders were asked to vote on three proposals: the election of directors, the ratification of KPMG LLP as Host s auditors for 2012, and an advisory vote to approve executive compensation.

**Proposal 1 Election of Directors**

Final votes regarding the election of eight directors for terms expiring at the 2013 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 AND BROKER NON-VOTES</b>
Robert M. Baylis	599,248,367	15,232,522	18,329,456
Terence C. Golden	605,348,378	8,820,389	18,640,164
Ann McLaughlin Korologos	562,575,568	51,907,628	18,327,284
Richard E. Marriott	605,233,443	9,056,748	18,520,226
John B. Morse, Jr.	605,369,652	9,115,111	18,325,563
Walter C. Rakowich	612,362,633	2,120,481	18,327,366
Gordon H. Smith	605,398,479	9,085,612	18,326,247
W. Edward Walter	608,670,072	5,585,621	18,553,996

**Proposal 2 Ratification of Appointment of Independent Registered Public Accountants**

Final votes on the ratification of the appointment of KPMG LLP as independent auditors of Host to serve for the 2012 calendar year are set forth below. Accordingly, the appointment of KPMG LLP was ratified.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS AND BROKER NON-VOTES</b>
	631,110,096	1,536,578	163,677

**Proposal 3 Advisory Vote on Executive Compensation**

The final non-binding, advisory votes to approve the compensation of Host s named executive officers are set forth below.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS AND BROKER NON-VOTES</b>
	607,386,021	6,450,691	18,973,687

Accordingly the proposal was approved by 99% of the votes cast.

**SIGNATURE**

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: May 16, 2012

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