

STRATEGIC HOTELS & RESORTS, INC

Form 8-A12B/A

November 13, 2012

As filed with the Securities and Exchange Commission on November 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 3)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(B) OR 12(G) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**STRATEGIC HOTELS & RESORTS, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**33-1082757**  
(I.R.S. Employer  
Identification No.)

**200 West Madison Street**

**Suite 1700**

**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606-3415**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Preferred Share Purchase Rights	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: None.

Securities to be registered pursuant to Section 12(g) of the Act: None.

## EXPLANATORY NOTE

This Amendment No. 3 to the Registration Statement on Form 8-A is being filed to amend the description of the securities registered pursuant to the Registration Statement on Form 8-A filed by Strategic Hotels & Resorts, Inc. (the Company) with the Securities and Exchange Commission on November 18, 2008, as amended on November 19, 2008 and November 25, 2009 (as so amended, the Form 8-A). The Form 8-A was filed with respect to the rights issued pursuant to the Rights Agreement, dated as of November 14, 2008, as amended on November 24, 2009 (as so amended, the Rights Agreement), between the Company and Mellon Investor Services LLC, as rights agent, pursuant to which the Company declared a dividend of one preferred share purchase right for each outstanding share of common stock, par value \$.01 per share, of the Company. On November 12, 2012, the Rights Agreement was further amended pursuant to Amendment No. 2 to the Rights Agreement, dated as of November 12, 2012 (the Amendment), by and between the Company and Computershare Shareowner Services LLC (f/k/a Mellon Investor Services LLC), as rights agent, to extend the expiration date of the stockholder rights plan contemplated by the Rights Agreement and the rights issued thereunder. This Amendment No. 3 to the Registration Statement on Form 8-A is being filed to update the description of the rights registered pursuant to the Form 8-A based on the Amendment and to attach the Amendment as an exhibit.

## PART I

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 1. Description of Registrant's Securities to be Registered.**

The ninth paragraph of Item 1 of the Form 8-A is hereby amended and replaced in its entirety with the following:

The Rights were initially set to expire on November 30, 2009, unless earlier redeemed, or such later date as determined by the Board of Directors of the Company. On November 24, 2009, the Rights Agreement was amended pursuant to Amendment No. 1 to the Rights Agreement, dated as of November 24, 2009, by and between the Company and Mellon Investor Services LLC, as rights agent, in order to extend the expiration date of the Rights to November 30, 2012. On November 12, 2012, the Rights Agreement was further amended pursuant to Amendment No. 2 to the Rights Agreement, dated as of November 12, 2012 (the Amendment), by and between the Company and Computershare Shareowner Services LLC (f/k/a Mellon Investor Services LLC), as rights agent, to further extend the expiration date of the Rights. After giving effect to the Amendment, which was effective as of the close of business on November 12, 2012, the Rights will expire on November 30, 2013, unless the Rights are earlier redeemed or amended by the Board of Directors of the Company.

The last paragraph of Item 1 of the Form 8-A is hereby amended and replaced in its entirety with the following:

Copies of the Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock of the Company, the Rights Agreement as originally executed, the November 24, 2009 amendment to the Rights Agreement and the Amendment have been filed as Exhibits 1, 2, 3, 4, 5 and 6 to this Registration Statement on Form 8-A and are incorporated herein by reference. The foregoing description of the terms of the Rights Agreement, the Amendment, the Rights and the Preferred Shares is qualified in its entirety by reference to the Articles Supplementary, the Rights Agreement and the Amendment.

**Item 2. Exhibits.**

1. Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2008.\*
2. Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 19, 2010.\*
3. Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 13, 2012.
4. Rights Agreement, dated as of November 14, 2008, between Strategic Hotels & Resorts, Inc. and Mellon Investor Services LLC, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 19, 2008.\*
5. Amendment No. 1 to the Rights Agreement, dated as of November 24, 2009, by and between Strategic Hotels & Resorts, Inc. and Mellon Investor Services LLC, amending the Rights Agreement, dated as of November 14, 2008, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 25, 2009.\*
6. Amendment No. 2 to the Rights Agreement, dated as of November 12, 2012, by and between Strategic Hotels & Resorts, Inc. and Computershare Shareowner Services LLC (f/k/a Mellon Investor Services LLC), amending the Rights Agreement, dated as of November 14, 2008, as amended on November 24, 2009, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 13, 2012.

\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

DATE: November 13, 2012

STRATEGIC HOTELS & RESORTS, INC.

By: /s/ Paula C. Maggio

Name: Paula C. Maggio

Title: Executive Vice President,

Secretary & General Counsel

EXHIBIT INDEX

Exhibit No.	Description
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2.	Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 19, 2010.*
3.	Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 13, 2012.
4.	Rights Agreement, dated as of November 14, 2008, between Strategic Hotels & Resorts, Inc. and Mellon Investor Services LLC, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 19, 2008.*
5.	Amendment No. 1 to the Rights Agreement, dated as of November 24, 2009, by and between Strategic Hotels & Resorts, Inc. and Mellon Investor Services LLC, amending the Rights Agreement, dated as of November 14, 2008, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 25, 2009.*
6.	Amendment No. 2 to the Rights Agreement, dated as of November 12, 2012, by and between Strategic Hotels & Resorts, Inc. and Computershare Shareowner Services LLC (f/k/a Mellon Investor Services LLC), amending the Rights Agreement, dated as of November 14, 2008, as amended on November 24, 2009, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 13, 2012.

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