

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
May 20, 2013

**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 20, 2013

**Strategic Hotels & Resorts, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-32223**  
(Commission

File Number)

**33-1082757**  
(I.R.S. Employer

Identification No.)

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**200 West Madison Street, Suite 1700, Chicago, Illinois**  
(Address of principal executive offices)

**60606**  
(Zip Code)

**(312) 658-5000**

**(Registrant's telephone number, including area code)**

**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 (see General Instruction A.2):

- .. 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 7.01. Regulation FD Disclosure.**

On May 20, 2013, Strategic Hotels & Resorts, Inc. (the Company) issued a press release announcing that its board of directors approved an amendment to the Company's stockholder rights plan to accelerate the expiration date from November 30, 2013 to as soon as possible, but no later than the close of business on June 14, 2013. In addition, the Company announced that its board of directors amended the Company's Corporate Guidance Guidelines to provide that if the Company were to adopt any new stockholder rights plan in the future, it will submit the stockholder rights plan for shareholder approval within 12 months of its adoption. A copy of the press release is attached to this Current Report on Form 8-K (Current Report) as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 7.01 disclosure.

On May 20, 2013, the Company was informed by UNITE HERE that in light of the board of directors' actions described above, UNITE HERE withdraws its non-binding proposal that the board of directors both redeem the Company's stockholder rights plan currently in effect and require a majority stockholder vote to adopt, amend, extend or renew any new stockholder rights agreement. The withdrawn proposal is contained in the Company's proxy statement, dated April 12, 2013, as Proposal 4.

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 20, 2013

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.

Date: May 20, 2013

STRATEGIC HOTELS & RESORTS, INC.

By: /s/ Paula C. Maggio

Name: Paula C. Maggio

Title: Executive Vice President, General Counsel & Secretary

**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Press release issued as of May 20, 2013