

HOST HOTELS & RESORTS, INC.

Form 8-K

May 18, 2011

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 12, 2011

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 12, 2011. Stockholders were asked to vote on four proposals: the election of directors, the ratification of KPMG LLP as Host s auditors for 2011, an advisory vote on executive compensation, and an advisory vote on the frequency of votes on executive compensation.

Proposal 1 Election of Directors

Final votes regarding the election of eight directors for terms expiring at the 2012 annual meeting of stockholders are set forth below. Accordingly, each director nominee was elected for a one year term.

| | FOR | AGAINST | ABSTENTIONS AND BROKER NON-VOTES |
|--------------------------|-------------|----------------|---|
| Robert M. Baylis | 598,656,428 | 4,538,469 | 17,043,409 |
| Willard W. Brittain | 586,921,947 | 15,871,988 | 17,444,371 |
| Terence C. Golden | 593,030,616 | 10,165,545 | 17,041,983 |
| Ann McLaughlin Korologos | 596,388,849 | 6,830,668 | 17,019,755 |
| Richard E. Marriott | 589,893,515 | 13,258,738 | 17,087,019 |
| John B. Morse, Jr. | 601,462,810 | 1,329,454 | 17,446,846 |
| Gordon H. Smith | 601,459,074 | 1,333,608 | 17,446,590 |
| W. Edward Walter | 597,468,495 | 5,736,826 | 17,033,951 |

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 2011 calendar year are set forth below. Accordingly, the appointment of KPMG LLP was ratified.

| FOR | AGAINST | ABSTENTIONS AND BROKER NON-VOTES |
|-------------|----------------|---|
| 618,591,715 | 1,469,776 | 177,771 |

Proposal 3 Advisory Vote on Executive Compensation

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

| FOR | AGAINST | ABSTENTIONS AND BROKER NON-VOTES |
|-------------|----------------|---|
| 600,420,500 | 2,430,813 | 17,387,904 |

Proposal 4 Frequency of Advisory Vote on Executive Compensation

Final non-binding, advisory votes on the frequency of an advisory vote on executive compensation are set forth below.

| | ABSTENTIONS | | | |
|--|--------------------|------------------|--------------------|------------------|
| | AND | | | |
| | BROKER | | | |
| | ONE YEAR | TWO YEARS | THREE YEARS | NON-VOTES |
| | 542,987,011 | 1,497,214 | 58,501,626 | 17,249,809 |

Host's Board of Directors recommended an annual advisory vote on executive compensation. In light of Host's Board of Directors recommendation of an annual advisory vote on executive compensation and taking into account the preferences of the stockholders, as set forth above, Host's Board of Directors has determined that it will hold an advisory vote on the compensation of the Host's named executive officers annually until the next required vote on the frequency of such an advisory vote.

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 17, 2011

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