

HOST HOTELS & RESORTS, INC.

Form 8-K

April 16, 2019

**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): April 16, 2019**

**HOST HOTELS & RESORTS, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**

**of Incorporation)**

**6903 Rockledge Drive, Suite 1500**

**001-14625**  
**(Commission**

**File Number)**

**53-0085950**  
**(IRS Employer**

**Identification No.)**

**20817**

**Bethesda, Maryland**  
**(Address of Principal Executive Offices)** **(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 two prospectus supplements dated April 16, 2019 to the prospectus dated April 16, 2019 that is part of a Registration Statement on Form S-3 (Registration No. 333-230903) relating to (i) 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 and (ii) the offer and sale from time to time of shares of common stock, par value \$0.01 per share, having a combined aggregate offering price of up to \$500 million through J.P. Morgan Securities LLC, BNY Mellon Capital Markets, LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. LLC, as sales agents (collectively, the Sales Agents), pursuant to a distribution agreement, dated May 25, 2018, among the Company and the Sales Agents.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	<u>Opinion of Venable LLP (relating to the offer and sale of up to 18,064,506 shares of common stock).</u>
5.2	<u>Opinion of Venable LLP (relating to the offer and sale of shares of common stock having a combined aggregate offering price of up to \$500 million).</u>
23.1	<u>Consent of Venable LLP (included as part of Exhibit 5.1).</u>
23.2	<u>Consent of Venable LLP (included as part of Exhibit 5.2).</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: April 16, 2019

By: /s/ Brian G. Macnamara

Name: Brian G. Macnamara

Title: Senior Vice President, Corporate Controller