

STRATEGIC HOTELS & RESORTS, INC  
Form 8-A12B/A  
May 15, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**STRATEGIC HOTELS & RESORTS, INC.**

(Exact name of registrant as specified in its charter)

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

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

**77 West Wacker Drive, Suite 4600**

**Chicago, Illinois**  
(Address of principal executive offices)

**60601**  
(Zip Code)

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

**Title of each class**  
**to be so registered**  
**8.25% Series C Cumulative Redeemable Preferred**

**Name of each exchange on which**  
**each class is to be registered**  
**The New York Stock Exchange**

**Stock, par value \$0.01 per share**

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), please check the following box.  x

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), please check the following box.  "

Securities Act registration statement file number to which this form relates: 333-133353

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

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

This Amendment No. 1 to Form 8-A amends the Form 8-A filed with the Securities and Exchange Commission on April 21, 2006 by Strategic Hotels & Resorts, Inc.

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

The description of the 8.25% Series C Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, to be registered hereunder is contained under the caption "Description of Series C Preferred Stock" in the Prospectus Supplement, dated May 12, 2006, to the Prospectus, dated April 18, 2006, constituting a part of the registration statement on Form S-3 (File No. 333-133353) of Strategic Hotels & Resorts, Inc., which was filed on April 18, 2006 with the Securities and Exchange Commission pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended. This description and the related information contained under the caption "Description of Our Preferred Stock" in the Prospectus, dated April 18, 2006, are incorporated by reference into this registration statement.

**Item 2. Exhibits.**

The following exhibits are filed as part of this registration statement:

- 3.1 Articles of Amendment and Restatement of Strategic Hotel Capital, Inc. (filed as Exhibit 3.1 to the Registrant's Amendment No. 3 to Registration Statement on Form S-11, filed with the Securities and Exchange Commission on June 8, 2004 and incorporated herein by reference).
- 3.2 By-Laws of Strategic Hotel Capital, Inc. (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-11, filed with the Securities and Exchange Commission on February 13, 2004 and incorporated herein by reference).
- 3.3 Articles Supplementary relating to the 8.50% Series A Cumulative Redeemable Preferred Stock (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 18, 2005 and incorporated herein by reference).
- 3.4 Certificate of Correction relating to the 8.50% Series A Cumulative Redeemable Preferred Stock (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 18, 2005 and incorporated herein by reference).
- 3.5 Articles Supplementary relating to the 8.25% Series B Cumulative Redeemable Preferred Stock (filed as Exhibit 3.5 to the Registrant's Form 8-A (File No. 1-32223), filed with the Securities and Exchange Commission on January 13, 2006 and incorporated herein by reference).
- 3.6 Articles Supplementary relating to the 8.25% Series C Cumulative Redeemable Preferred Stock (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-32223), filed with the Securities and Exchange Commission on April 21, 2006 and incorporated herein by reference).
- 4.1 Form of Certificate for 8.25% Series C Cumulative Redeemable Preferred Stock (filed as Exhibit 4.1 of the Registrant's Form 8-A (File No. 1-32223) filed with the Securities and Exchange Commission on April 21, 2006 and incorporated herein by reference).

**SIGNATURE**

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.

**Strategic Hotels & Resorts, Inc.**

By: /s/ Monte J. Huber

Name: Monte J. Huber

Title: Vice President, Controller and Treasurer

Date: May 15, 2006