

HOST HOTELS & RESORTS, INC.

Form 8-K

April 21, 2006

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

Washington, D.C. 20549

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**FORM 8-K**

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**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 19, 2006

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**HOST HOTELS & RESORTS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-14625**  
(Commission File Number)

**53-0085950**  
(I.R.S. Employer

Identification No.)

**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)

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**Host Marriott Corporation**

(Former name or former address, if changed since last report)

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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))
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**ITEM 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On April 19, 2006, Host Hotels & Resorts, Inc. announced that we have called for redemption all outstanding shares of our 10% Class C Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Class C Preferred Stock), on May 19, 2006, the Redemption Date. The Class C Preferred Stock is currently listed on the New York Stock Exchange under the symbol HST Pr C. On the Redemption Date, we will redeem all of the outstanding 5,980,000 shares of Class C Preferred Stock at a redemption price of \$25.2361 per share, representing the liquidation preference of \$25.00 per share plus the amount equal to all dividends accrued and unpaid thereon from April 15, 2006 to the Redemption Date. The aggregate redemption price for the outstanding shares of Class C Preferred Stock is \$150,911,878.

A copy of the press release and a form of the notice of redemption for the Class C Preferred Stock are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

The following exhibits are filed herewith:

<b>EXHIBIT NO.</b>	<b>DESCRIPTION OF EXHIBITS</b>
99.1	Press Release dated April 19, 2006 with respect to the redemption of the registrant's 10% Class C Cumulative Redeemable Preferred Stock
99.2	Form of Notice of Redemption, dated April 19, 2006, with respect to the redemption of the registrant's 10% Class C Cumulative Redeemable Preferred Stock

**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 thereunto duly authorized.

Date: April 20, 2006

HOST HOTELS & RESORTS, INC.

By: /s/ LARRY K. HARVEY  
Larry K. Harvey  
Senior Vice President and  
Chief Accounting Officer

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