

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
April 19, 2012

**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 17, 2012

**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**  
(IRS Employer

Identification No.)

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**200 West Madison Street, Suite 1700,**

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

**60606**  
(Zip Code)

**Registrant's telephone number, including area code: (312) 658-5000**

**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. below):

- .. 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 19, 2012, Strategic Hotels & Resorts, Inc. (the Company) filed with the State Department of Assessments and Taxation of the State of Maryland Articles of Amendment (the Articles of Amendment) to the Company's charter to increase:

the number of shares of stock the Company has the authority to issue from 400,000,000 to 500,000,000;

the number of shares of the Company's common stock, par value \$0.01 per share (the Common Stock), the Company has authority to issue from 250,000,000 to 350,000,000; and

the aggregate par value of all authorized shares of the Company's stock having par value from \$4,000,000 to \$5,000,000.

The foregoing is a summary description of the Articles of Amendment and is qualified in its entirety by the text of the Articles of Amendment attached as Exhibit 3.1 to this Current Report on Form 8-K (the Form 8-K) and incorporated herein by reference.

**Item 8.01 Other Events.**

On April 18, 2012, the Company and its operating partnership, Strategic Hotel Funding, L.L.C. (SH Funding), entered into an underwriting agreement with Deutsche Bank Securities Inc. and Raymond James & Associates, Inc. (the Underwriting Agreement), as representatives of the several underwriters listed in the Underwriting Agreement (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters an aggregate of 16,000,000 shares (the Offered Shares) of Common Stock at a price of \$6.24 per share. The Company also granted the Underwriters a 30-day option to purchase up to 2,400,000 additional shares of Common Stock (the Option Shares) and, together with the Offered Shares, the Shares) solely to cover over-allotments, if any.

The Company and SH Funding have agreed to indemnify the Underwriters against certain liabilities, including civil liabilities under the Securities Act of 1933, as amended (the Securities Act), or to contribute payments that the Underwriters may be required to make in respect of these liabilities. In addition, the Underwriting Agreement contains customary representations, warranties and agreements of the Company, SH Funding and the Underwriters, as well as customary conditions to closing.

The foregoing is a summary description of certain terms of the Underwriting Agreement and is qualified in its entirety by the text of the Underwriting Agreement attached as Exhibit 1.1 to this Form 8-K and incorporated herein by reference.

On April 18, 2012, the Underwriters exercised their option to purchase all of the Option Shares. On April 17, 2012, the Company issued a press release announcing the Company's underwritten public offering (the Offering). On April 18, 2012, the Company issued a press release announcing the pricing of the Offering. Copies of the press releases are attached hereto as Exhibit 99.1 and Exhibit 99.2 and are incorporated herein by reference.

The offering and sale of the Shares have been registered under the Securities Act, pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-179850).

Certain affiliates of the Underwriters are lenders under the Company's \$300 million secured bank credit facility (the Credit Facility) entered into in the ordinary course of the Company's business. To the extent that proceeds from the sale of the Shares are used to repay debt under the Credit Facility, certain underwriters and their affiliates will receive a portion of the proceeds from the sale of the Shares. In addition, certain of the Underwriters and their affiliates have in the past provided and may from time to time in the future provide commercial banking, financial advisory, investment banking and other services to the Company and SH Funding in the ordinary course of their business, for which they have received and may continue to receive customary fees and commissions.

On April 18, 2012, Venable LLP delivered its legality opinion with respect to the Shares, a copy of which is attached hereto as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The Exhibit Index immediately following the signature page to this Form 8-K is incorporated herein by reference.

**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.

**STRATEGIC HOTELS & RESORTS, INC.**

By: /s/ Paula C. Maggio

Name: Paula C. Maggio

Title: Senior Vice President, Secretary & General  
Counsel

Date: April 19, 2012

**Exhibit Index**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated April 18, 2012
3.1	Articles of Amendment of the Company increasing the number of authorized shares of Common Stock filed with the State Department of Assessments and Taxation of the State of Maryland on April 19, 2012
5.1	Opinion of Venable LLP regarding legality of shares offered
23.1	Consent of Venable LLP (included in Exhibit 5.1)
99.1	Press Release dated April 17, 2012
99.2	Press Release dated April 18, 2012