

Sunstone Hotel Investors, Inc.  
Form 8-K  
October 27, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**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): October 26, 2005**

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**Sunstone Hotel Investors, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction)

of Incorporation)

**903 Calle Amanecer, Suite 100**

**San Clemente, California**  
(Address of Principal Executive Office)

**001-32319**  
(Commission)

File Number)

**(949) 369-4000**

**20-1296886**  
(IRS Employer)

Identification No.)

**92673**  
(Zip Code)

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(Registrant's telephone number, including area code)

N/A

(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 (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))

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**ITEM 8.01 OTHER EVENTS.**

In connection with our Registration Statement on Form S-3, which is being filed simultaneously with or immediately after this Form 8-K, for the offering for resale from time to time of up to 8,642,927 shares of common stock and 4,102,564 shares of series C cumulative convertible redeemable preferred stock, and for purposes of incorporation by reference therein, Sunstone Hotel Investors, Inc., (the Registrant ) has filed herewith as Exhibit 99.1 to this Form 8-K the Financial Statements and Supplementary Data.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d)

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of KPMG LLP
99.1	Financial Statements and Supplementary Data

**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.

**Sunstone Hotel Investors, Inc.**

Date: October 26, 2005

By: /s/ JON D. KLINE  
Jon D. Kline

Executive Vice President and

Chief Financial Officer

**EXHIBIT INDEX**

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