

HOST HOTELS & RESORTS, INC.

Form 8-K

May 28, 2009

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): May 26, 2009

HOST HOTELS & RESORTS, INC.

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

001-14625
(Commission File Number)

6903 Rockledge Drive

53-0085950
(I.R.S. Employer
Identification No.)

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Suite 1500

Bethesda, Maryland 20817

(Address of principal executive offices and Zip Code)

(240) 744-1000

(Registrant's telephone number, including area code)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On May 26, 2009, Ms. Judith A. McHale resigned, effective immediately, as a member of the Board of Directors of Host Hotels & Resorts, Inc. Ms. McHale has served on the Board of Directors since December 2002, and most recently has been a member of the Audit Committee and Compensation Policy Committee. Ms. McHale's departure was not the result of any disagreement with the Company on any matter relating to its operations, policies or practices. Ms. McHale leaves the Board of Directors in order to serve as Under Secretary for Public Diplomacy and Public Affairs, Department of State and was sworn into this position on May 26, 2009.

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.

HOST HOTELS & RESORTS, INC.

Date: May 28, 2009

By: /s/ Brian G. Macnamara
Brian G. Macnamara
Senior Vice President, Corporate Controller