

Sunstone Hotel Investors, Inc.  
Form 8-A12B  
April 06, 2011

As filed with the Securities and Exchange Commission on April 6, 2011

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

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Sunstone Hotel Investors, Inc.**

(Exact name of registrant as specified in its charter)

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

**20-1296886**  
(I.R.S. Employer Identification no.)

**120 Vantis, Suite 350**

**Aliso Viejo, California**  
(Address of principal executive offices)

**92656**  
(Zip Code)

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

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| Title of each class   | Name of each exchange on which                                       |
|---|--|
| <b>to be so registered</b><br>8.0% Series D Cumulative Redeemable | <b>each class is to be registered</b><br>The New York Stock Exchange |
| Preferred 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

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: 333-171712.**

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

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

Sunstone Hotel Investors, Inc. (the *Registrant*) hereby incorporates by reference herein the description of its 8.0% series D cumulative redeemable preferred stock, par value \$0.01 per share (the *Series D Preferred Stock*), to be registered hereunder set forth under the heading "Description of the Series D Preferred Stock" in the Registrant's prospectus supplement, dated April 1, 2011, forming part of its Registration Statement on Form S-3 (File No. 333-171712), filed with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 on January 14, 2011, which was effective upon filing with the SEC, covering the offer and sale of shares of the class of the securities to be registered hereby. The Series D Preferred Stock is expected to be listed on the New York Stock Exchange.

**Item 2. Exhibits.**

The following exhibits to this registration statement are filed herewith or have been filed as exhibits to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on February 17, 2011 and are hereby incorporated by reference herein:

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 3.1           | Articles of Amendment and Restatement of Sunstone Hotel Investors, Inc. (incorporated by reference herein to Exhibit 3.1 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on February 17, 2011). |
| 3.2           | Amended and Restated Bylaws of Sunstone Hotel Investors, Inc. (incorporated by reference herein to Exhibit 3.2 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on February 17, 2011).           |
| 3.3*          | Form of Articles Supplementary designating the Series D Preferred Stock of Sunstone Hotel Investors, Inc.  |
| 4.1*          | Form of Specimen Certificate of Series D Preferred Stock of Sunstone Hotel Investors, Inc.   |

\* Filed herewith

**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.

Sunstone Hotel Investors, Inc.

Date: April 6, 2011

By: /s/ KENNETH E. CRUSE  
Name: **Kenneth E. Cruse**  
Title: **President and Principal Executive Officer**

**EXHIBIT INDEX**

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