

HOST HOTELS & RESORTS, INC.

Form 8-K

May 19, 2015

**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 14, 2015**

**HOST HOTELS & RESORTS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-14625**  
**(Commission**  
**File Number)**  
**6903 Rockledge Drive, Suite 1500**

**53-0085950**  
**(IRS Employer**  
**Identification No.)**

**Bethesda, Maryland 20817**

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**(Address of principal executive offices) (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 (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 5.07.Submission of Matters to a Vote of Security Holders****Annual Meeting of Stockholders**

Host Hotels & Resorts, Inc. ( Host ) held its Annual Meeting of Stockholders on May 14, 2015. Stockholders were asked to vote on four proposals: the election of directors, the ratification of KPMG LLP as Host s auditors for 2015, an advisory vote to approve executive compensation, and a non-binding stockholder proposal to allow stockholders to amend Host s bylaws.

**Proposal 1 Election of Directors**

Final votes regarding the election of nine directors for terms expiring at the 2016 annual meeting of stockholders are set forth below. Accordingly, each director nominee was elected for a one year term.

|                          | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|--------------------------|-------------|----------------|-----------------------------------------------------|
| Mary L. Baglivo          | 671,481,026 | 1,980,393      | 16,015,237                                          |
| Sheila C. Bair           | 671,473,376 | 1,986,241      | 16,017,187                                          |
| Terence C. Golden        | 667,728,501 | 5,749,074      | 15,999,225                                          |
| Ann McLaughlin Korologos | 665,300,117 | 8,156,847      | 16,019,444                                          |
| Richard E. Marriott      | 666,475,032 | 7,007,675      | 15,993,106                                          |
| John B. Morse, Jr.       | 667,313,902 | 6,141,066      | 16,021,836                                          |
| Walter C. Rakowich       | 671,459,478 | 1,985,867      | 16,031,311                                          |
| Gordon H. Smith          | 671,469,653 | 1,977,947      | 16,029,204                                          |
| W. Edward Walter         | 668,442,694 | 5,015,085      | 16,019,025                                          |

**Proposal 2 Ratification of Appointment of Independent Registered Public Accountants**

Final votes on the ratification of the appointment of KPMG LLP as independent auditors of Host to serve for the 2015 calendar year are set forth below. Accordingly, the appointment of KPMG LLP was ratified.

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|-----------------------------------------------------|
| 686,169,456 | 2,741,692      | 565,034                                             |

**Proposal 3 Advisory Vote on Executive Compensation**

The final non-binding, advisory votes to approve the compensation of Host s named executive officers are set forth below.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER</b> |
|------------|----------------|---------------------------------------|
|------------|----------------|---------------------------------------|

|                                        |             | <b>NON-VOTES</b> |
|----------------------------------------|-------------|------------------|
|                                        | 628,598,381 | 44,331,490       |
| <b>Proposal 4 Stockholder Proposal</b> |             | 16,546,487       |

The final non-binding, advisory votes to approve the stockholder proposal regarding amendments to Host s bylaws are set forth below.

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|-----------------------------------------------------|
| 541,039,894 | 131,930,232    | 16,504,387                                          |

**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.

HOST HOTELS & RESORTS, INC.  
(Registrant)

Date: May 18, 2015

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