

HOST HOTELS & RESORTS, INC.  
Form 8-K  
May 13, 2016

**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 12, 2016**

**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**

**(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 or the Company ) held its Annual Meeting of Stockholders on May 12, 2016. Stockholders were asked to vote on six proposals: the election of directors, the ratification of KPMG LLP as Host s auditors for 2016, an advisory vote to approve executive compensation, approval of a charter amendment providing stockholders the concurrent power to amend the Company s bylaws, approval of a charter amendment reducing the threshold required for stockholders to call a special meeting and approval of an amended and restated employee stock purchase plan increasing the shares reserved for issuance.

**Proposal 1 Election of Directors**

Final votes regarding the election of nine directors for terms expiring at the 2017 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          | 660,518,632 | 3,646,131      | 26,722,340  |
| Sheila C. Bair           | 661,645,352 | 2,535,568      | 26,706,183  |
| Terence C. Golden        | 644,707,596 | 19,452,293     | 26,727,214  |
| Ann McLaughlin Korologos | 614,426,096 | 49,749,140     | 26,711,867  |
| Richard E. Marriott      | 659,585,264 | 4,605,835      | 26,696,004  |
| John B. Morse, Jr.       | 642,946,327 | 21,216,674     | 26,724,102  |
| Walter C. Rakowich       | 659,161,895 | 4,994,540      | 26,730,668  |
| Gordon H. Smith          | 660,483,380 | 3,679,613      | 26,724,110  |
| W. Edward Walter         | 655,622,148 | 8,526,210      | 26,738,745  |

**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 2016 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> |
|-------------|----------------|---|
| 688,560,207 | 2,078,928      | 247,968   |

**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. Accordingly, the proposal was approved by 91.5% of the votes cast.

|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|---|-------------|----------------|---|
| <b>Proposal 4 Approval of a Charter amendment providing stockholders the concurrent power to amend the Company s Bylaws</b> | 606,927,600 | 56,731,640     | 27,227,863  |

Final votes on the charter amendment providing stockholders the concurrent power to amend the Company s bylaws are set forth below. The approval of the charter amendment requires the affirmative vote of at least two-thirds of all the votes entitled to be cast on the proposal. Accordingly, the charter amendment was approved.

|  | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|--|-------------|----------------|---|
|  | 663,624,630 | 424,964        | 26,837,509  |

**Proposal 5 Approval of a Charter amendment reducing the threshold required for stockholders to call a special meeting**

Final votes on the charter amendment reducing the threshold for stockholders to call a special meeting are set forth below. The approval of the charter amendment requires the affirmative vote of at least two-thirds of all the votes entitled to be cast on the proposal. Accordingly, the charter amendment was approved.

|  | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS<br/>AND<br/>BROKER<br/>NON-VOTES</b> |
|--|-------------|----------------|---|
|  | 663,274,868 | 739,241        | 26,872,994  |

**Proposal 6 Approval of an amended and restated employee stock purchase plan increasing the shares reserved for issuance**

Final votes on the amended and restated employee stock purchase plan increasing the shares reserved for issuance are set forth below. Approval of the plan requires the affirmative vote of a majority of votes cast on the proposal at the annual meeting. Accordingly, the plan was approved.

|  | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER<br/>NON-VOTES</b> |
|--|-------------|----------------|--------------------|-----------------------------|
|  | 662,782,462 | 1,361,099      | 190,762            | 26,552,780                  |

**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 13, 2016

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