

HOST HOTELS & RESORTS, INC.
Form 424B7
March 06, 2013

Filed pursuant to Rule 424(b)(7)
Registration No. 333-117229

Prospectus Supplement to

Prospectus dated October 7, 2004

HOST HOTELS & RESORTS, INC.

11,798,762 Shares of Common Stock

This prospectus supplement relates to 11,798,762 shares of our common stock that may be offered for resale by the persons or entities listed herein who are or may become stockholders of ours upon issuance of shares of common stock upon exchange of 3.25% Exchangeable Senior Debentures due April 15, 2024 of Host Hotels & Resorts, L.P. (of which we are the sole general partner and in which we own approximately 98.6% of the partnership interests). Host Hotels & Resorts, L.P. issued the debentures in a private offering on March 16, 2004. This prospectus supplement also relates to an indeterminate number of additional shares of our common stock that may be issued from time to time upon exchange of the debentures as a result of exchange rate adjustments under the terms of the debentures.

The selling stockholders named in this prospectus supplement, or in supplements hereto, may sell all or a portion of the common stock, from time to time, in market transactions, in negotiated transactions or otherwise, and at prices and on terms which will be determined by the then prevailing market price for our common stock or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. In addition, the selling stockholders may offer the common stock from time to time through ordinary brokerage transactions on the New York Stock Exchange. See Plan of Distribution in the prospectus dated October 7, 2004 for additional information on the methods of sale.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

No securities are being offered or sold by us pursuant to this prospectus supplement. We will not receive any of the proceeds from the sale of these shares by the selling stockholders.

Our common stock is traded on the New York Stock Exchange under the symbol HST. On March 5, 2013, the last reported sale price of our common stock was \$16.61 per share.

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Our principal executive offices are located at 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland, 20817. Our phone number is (240) 744-1000.

Investing in the offered securities involves risks. See Risk Factors beginning on page 2 of the prospectus dated October 7, 2004.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the offered securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement March 6, 2013.

SELLING STOCKHOLDERS

The table below supplements or amends the table of stockholders contained on pages 33 through 34 of the Prospectus dated October 7, 2004. Where the name of a selling stockholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that selling stockholder supersedes the information in the Prospectus. Currently there is outstanding \$175,000,000 aggregate principal amount of Host Hotels & Resorts, L.P. debentures. We may issue the offered shares of common stock to the selling stockholders if, and to the extent, that they exchange their debentures for shares of common stock. The following table provides information regarding the selling stockholders and the number of shares of common stock they are offering for resale.

The exchange rate on the debentures is subject to adjustment in certain events. Accordingly, the number of shares of common stock issuable upon the exchange of the debentures may increase or decrease from time to time.

Unless otherwise indicated in the footnotes below, we believe that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned. Because the selling stockholders may offer, pursuant to this prospectus, all or some portion of the common stock listed below, no estimate can be given as to the amount of common stock that will be held by the selling stockholder upon consummation of any sales. In addition, the selling stockholders listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from registration requirements of the Securities Act, some or all of their debentures or common stock since the date as of which such information was provided to us. The percentage ownership data is based on 726,697,966 shares of our common stock issued and outstanding as of February 21, 2013.

Unless otherwise set forth below, no selling stockholder has had any material relationship with us or any of our affiliates within the past three years, other than as a stockholder.

We have prepared the table based on information given to us by, or on behalf of, the selling stockholders on or before March 5, 2013. Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements or amendments to this prospectus if and when necessary.

Name	Number of Shares Beneficially Owned Before Offering (1)	Number of Shares Being Offered for Resale (2)(3)	Percentage of Common Stock Outstanding (4)
Absolute Strategies Fund - Forum Funds Trust	202,265	202,265	*
Advent Claymore Enhanced Growth & Income Fund (LCM) (6)	31,081	31,081	*
Advent Global Active Extension Fund (6)	26,969	26,969	*
Advent Global Phoenix Convertible Fund (6)	21,575	21,575	*
ADVENT GLBL CONV GM HOURLY (6)	71,130	71,130	*
ADVENT GLBL CONV GM SALARY (6)	41,127	41,127	*
Alabama Children's Hospital Foundation	6,742	6,742	*
Alcon Laboratories (6)	12,878	12,878	*
Alphas Managed Accounts Platform III Limited (7)	404,529	404,529	*
Altma Fund SICAV P.I.C. in respect of Advent Convertible Arbitrage Sub-Fund (INOCAP) (6)	16,383	16,383	*
American Century Capital Portfolios, Inc. - Equity Income Fund (14)	8,901,256	8,901,256	1.2%
	4,787	4,787	*

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American Century Capital Portfolios, Inc. - Market Neutral Value Fund (14)

American Century Investments U.S. Value Yield Equity Trust (14)	433,790	433,790	*
Arkansas PERS (9)	146,305	146,305	*
ATSF - Transamerica Convertible Securities	438,240	438,240	*
Aventis Pension Master Trust	21,575	21,575	*
AVK (Advent Claymore) Fund	117,988	117,988	*
Bank of America Pension Trust	364,076	364,076	*
Barclays Capital Inc. (24)	1,551	1,551	*
Barclays Global Investors Diversified Alpha Plus Funds	51,915	51,915	*
Barnet Partners Ltd.	941,204	941,204	*
Basso Holdings Ltd.	270,900	270,900	*
Bear Stearns	202,265	202,265	*
BMW-Suzuka Annapurna (6)	36,542	36,542	*
BNP Paribas Equity Strategies, SNC	251,347	251,347	*
Boilermakers - Blacksmith Pension Trust	74,164	74,164	*
British Virgin Islands Social Security Board (6)	8,293	8,293	*
Calamos Growth & Income Fund - Calamos Investment Trust	4,045,290	4,045,290	*
Calamos Growth & Income Portfolio - Calamos Advisors Trust	28,317	28,317	*
Calamos Strategic Total Return Fund	293,284	293,284	*
California Health Care Foundation (6)	29,733	29,733	*
CC	235,975	235,975	*
CC ARB SIF I, Ltd. (10)	31,014	31,014	*
CC Arbitrage Ltd. (11)	178,532	178,532	*
CEMEX Pension Plan	11,125	11,125	*
CGNU Life Fund	84,277	84,277	*
Citigroup Global Markets Inc.	691,070	691,070	*
Citigroup Pension Plan	16,855	16,855	*
City of Knoxville Pension System	11,462	11,462	*
City of Sarasota Police Officers Pension Plan (6)	944	944	*
CNH	33,711	33,711	*
Commercial Union Life Fund	104,503	104,503	*
Convertible Securities Fund	5,394	5,394	*
CooperNeff Convertible Strategies (Cayman) Master Fund, LP	210,827	210,827	*
Credit Suisse Securities (USA) LLC	168,554	168,554	*
CSS, L.L.C.	134,843	134,843	*
DBX Convertible Arbitrage 14 Fund (20)	32,699	32,699	*
D.E. Shaw/Valence Portfolios, L.L.C.	3,067,678	3,067,678	*
Deep Rocks & Co.	256,202	256,202	*
Delta Airlines Master Trust	95,401	95,401	*
Delta Pilots Disability and Survivorship Trust	15,170	15,170	*
Deutsche Bank Securities Inc. (25)	1,685,538	1,685,538	*
DKR SoundShore Strategic Holding Fund Ltd.	134,843	134,843	*
Domestic & Foreign Missionary Society DFMS (6)	3,438	3,438	*
Dorinco Reinsurance Company	67,422	67,422	*
Ellington Overseas Partners, Ltd	674,215	674,215	*
Employers Mutual Casualty Company Value Yield (14)	131,809	131,809	*
Equity Overlay Fund	229,233	229,233	*
Ferox BF Limited (7)	134,843	134,843	*
Florida Power & Light	136,326	136,326	*
Forest Fulcrum Fund LP	48,274	48,274	*
Forest Global Convertible Fund, Ltd., Class A-5	558,722	558,722	*
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio	20,024	20,024	*
FrontPoint	202,265	202,265	*
Geode U.S. Convertible Arbitrage Fund, a segregated account of Geode Capital Master Fund Ltd.	202,265	202,265	*
Georgetown University	3,978	3,978	*
GMIMCO Trust	202,265	202,265	*
Goldman Sachs & Co.	426,239	426,239	*
Grace	303,397	303,397	*

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Grady Hospital Foundation	12,743	12,743	*
Guggenheim Portfolio Company XXXI, LLC	449,027	449,027	*
HFR CA Global Opportunity Master Trust	147,855	147,855	*
HFR CA Lazard Rathmore Master Trust (20)	28,654	28,654	*
HFR CA Opportunity Master Trust	21,575	21,575	*
HFR CA Select Fund	67,422	67,422	*
HFR RVA Combined Master Trust (18)	129,719	129,719	*
HFR RVA Select Performance	62,365	62,365	*
Highbridge International LLC (12)	925,302	842,769	*
Highmark Limited (20)	40,790	40,790	*
Hollowbattle	123,718	123,718	*
IAM Mini-Fund 14 Limited (17)	137,675	137,675	*
IAM Mini-Fund 19 Limited (20)	15,979	15,979	*
IDEX - Transamerica Convertible Securities Fund	269,686	269,686	*
Independence Blue Cross (6)	31,756	31,756	*
Indiana Lumbermens Mutual Insurance Company (6)	1,955	1,955	*
Institutional Benchmark Series Ltd.	40,925	40,925	*
Institutional Benchmarks	134,843	134,843	*
Institutional c/o Quattro	45,510	45,510	*
Investcorp Silverback Arbitrage Master Fund Limited (22)	438,240	438,240	*
J.P. Morgan Securities Inc.	144,012	144,012	*
Jefferies & Company, Inc. (23)	202	202	*
JMG Capital Partners, LP	134,843	134,843	*
JMG Triton Offshore, Ltd.	134,843	134,843	*
John Deere Pension Trust	289,912	289,912	*