

STRATEGIC HOTELS & RESORTS, INC  
Form 8-A12B/A  
November 19, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**  
**Amendment No. 1**

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

**STRATEGIC HOTELS & RESORTS, INC.**

(Exact name of registrant as specified in its charter)

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

**33-1082757**  
(I.R.S. Employer Identification No.)

**200 West Madison Street**

**60606-3415**

**Suite 1700**

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**Chicago, Illinois**

**(Address of principal executive offices)**

**(Zip Code)**

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

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>Preferred Share Purchase Rights</b>             | <b>New York Stock Exchange</b>   |

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), 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), check the following box.

Securities Act registration statement file number to which this form relates: None.

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

***EXPLANATORY NOTE***

This Amendment No. 1 to Form 8-A is being filed to amend the Registration Statement on Form 8-A filed by Strategic Hotels & Resorts, Inc. (the Company) with the Securities and Exchange Commission on November 18, 2008 (the Form 8-A) with respect to the Rights Agreement between the Company and Mellon Investor Services LLC, as rights agent, dated November 14, 2008 (the Rights Agreement), pursuant to which the Company declared a dividend of one preferred share purchase right for each outstanding share of common stock, par value \$.01 per share, of the Company. A copy of the Rights Agreement was attached as Exhibit 2 to the Form 8-A. Subsequent to filing the Form 8-A, it was discovered that the Rights Agreement attached as Exhibit 2 to the Form 8-A contained a typographical error in Section 3(a) thereof, specifically the single reference to the Record Date in such Section 3(a) should have been a reference to the Distribution Date. This amendment provides the correct Exhibit 2.

**Item 2. Exhibits**

1. Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2008.\*
2. Rights Agreement, dated as of November 14, 2008, between Strategic Hotels & Resorts, Inc. and Mellon Investor Services LLC, as Rights Agent, which includes the Form of Articles Supplementary in respect of the Series D Junior Participating Preferred Stock (Exhibit A) and the Form of Rights Certificate (Exhibit B), incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 19, 2008.

\* previously filed

**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.

STRATEGIC HOTELS & RESORTS, INC.

Date: November 19, 2008

By: /s/ Paula C. Maggio

Name: Paula C. Maggio

Title: Senior Vice President, Secretary & General Counsel

**EXHIBIT INDEX**

1. Articles Supplementary setting forth the terms of the Series D Junior Participating Preferred Stock, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 17, 2008.\*
  
2. Rights Agreement, dated as of November 14, 2008, between Strategic Hotels & Resorts, Inc. and Mellon Investor Services LLC, as Rights Agent, which includes the Form of Articles Supplementary in respect of the Series D Junior Participating Preferred Stock (Exhibit A) and the Form of Rights Certificate (Exhibit B), incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 19, 2008.

\* previously filed