

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
March 03, 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): March 3, 2015**

**Strategic Hotels & Resorts, Inc.**

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

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

**001-32223**  
**(Commission**  
  
**File Number)**  
**200 West Madison Street, Suite 1700**  
  
**Chicago, Illinois 60606**

**33-1082757**  
**(IRS Employer**  
  
**Identification No.)**

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**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (312) 658-5000**

**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.):

- .. 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 8.01 Other Events.**

On March 3, 2015, Strategic Hotels & Resorts, Inc. (the Company) filed with the Securities and Exchange Commission (the SEC) a prospectus supplement dated March 3, 2015 (the Prospectus Supplement) to its prospectus dated February 24, 2015, which was included in its automatic shelf registration statement on Form S-3 (File No. 333-202251) (the Registration Statement) filed with the SEC on February 24, 2015. The Prospectus Supplement relates to the resale from time to time by a selling stockholder of an aggregate of 214,804 shares of the Company's common stock, par value \$0.01 per share (the Shares).

In connection with the resale registration of the Shares, the Company is filing as Exhibit 5.1 hereto the opinion of its counsel, Venable LLP, regarding the legality of the Shares. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 5.1            | Opinion of Venable LLP regarding the legality of the shares offered |
| 23.1           | Consent of Venable LLP (included in Exhibit 5.1)                    |

**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.

**STRATEGIC HOTELS & RESORTS, INC.**

March 3, 2015

By: /s/ Paula C. Maggio

Name: Paula C. Maggio

Title: Executive Vice President, General Counsel &  
Secretary

**EXHIBIT INDEX**

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