

HOST HOTELS & RESORTS L.P.

Form 8-K

November 14, 2011

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) November 14, 2011

HOST HOTELS & RESORTS, INC.

HOST HOTELS & RESORTS, L.P.

(Exact name of registrant as specified in its charter)

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| | | |
|---|--|--|
| Maryland (Host Hotels & Resorts, Inc.) | 001-14625 | 53-0085950 |
| Delaware (Host Hotels & Resorts, L.P.) (State or other jurisdiction of incorporation) | 0-25087 (Commission File Number) | 52-2095412 (IRS Employer Identification No.) |

6903 Rockledge Drive, Suite 1500

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 8.01. Other Events.

On November 14, 2011, Host Hotels & Resorts, Inc. (Host Inc.) issued a press release announcing that Host Hotels & Resorts, L.P. (Host L.P.), for whom Host Inc. acts as general partner, priced its private placement offering (the Offering) of \$300 million aggregate principal amount of 6% senior notes due 2021. The net proceeds of the Offering of approximately \$295 million, after taking into account fees and offering expenses, will be used, along with available cash and borrowings under Host L.P.'s credit facility to repurchase or repay \$421 million face amount of its 2 5/8% exchangeable senior debentures due 2027, which are puttable to Host L.P. on April 15, 2012. A copy of the press release is attached hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Host Hotels & Resorts, Inc. Press Release, dated November 14, 2011. |

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: November 14, 2011

By: /s/ Brian G. Macnamara

Brian G. Macnamara
Senior Vice President and
Corporate Controller

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, L.P.
(Registrant)

By: HOST HOTELS & RESORTS, INC.
Its General Partner

Date: November 14, 2011

By: /s/ Brian G. Macnamara

Brian G. Macnamara
Senior Vice President and

Corporate Controller

EXHIBIT INDEX

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