

HOST HOTELS & RESORTS, INC.

Form 8-K

May 21, 2018

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 17, 2018

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security HoldersAnnual Meeting of Stockholders

Host Hotels & Resorts, Inc. (Host or the Company) held its Annual Meeting of Stockholders on May 17, 2018. Stockholders were asked to vote on three proposals: the election of directors, an advisory vote to approve executive compensation, and a stockholder proposal for an annual sustainability report. Final voting results are set forth below.

Proposal 1 Election of Directors

Final votes regarding the election of eleven directors for terms expiring at the 2019 annual meeting of stockholders are set forth below. Accordingly, each director nominee was elected for a one-year term.

| | FOR | AGAINST | ABSTENTIONS |
|--------------------------|-------------|----------------|--------------------|
| Mary L. Baglivo | 655,129,731 | 965,364 | 305,111 |
| Sheila C. Bair | 655,748,989 | 355,204 | 296,118 |
| Ann McLaughlin Korologos | 645,498,861 | 10,555,098 | 346,247 |
| Richard E. Marriott | 652,528,901 | 3,579,471 | 291,834 |
| Sandeep L. Mathrani | 646,727,617 | 9,362,037 | 310,657 |
| John B. Morse, Jr. | 620,692,629 | 34,044,251 | 1,663,326 |
| Mary Hogan Preusse | 652,988,067 | 3,096,922 | 315,322 |
| Walter C. Rakowich | 646,731,084 | 9,348,884 | 320,343 |
| James F. Risoleo | 651,509,009 | 4,590,301 | 300,896 |
| Gordon H. Smith | 655,753,577 | 324,013 | 322,721 |
| A. William Stein | 651,822,965 | 4,257,144 | 320,202 |

Proposal 2 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 approximately 94% of the votes cast.

| FOR | AGAINST | ABSTENTIONS |
|-------------|----------------|--------------------|
| 613,474,526 | 41,748,176 | 1,176,462 |

Proposal 3 Stockholder Proposal On Annual Sustainability Report

Final non-binding votes on a stockholder proposal requesting that Host issue an annual sustainability report are set forth below. Approximately 69% of the votes cast were against the proposal and accordingly the proposal did not pass.

| FOR | AGAINST | ABSTENTIONS |
|-------------|----------------|--------------------|
| 203,136,521 | 450,271,398 | 2,992,630 |

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 21, 2018

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