

Sunstone Hotel Investors, Inc.  
Form 8-K  
February 12, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): February 6, 2008

**Sunstone Hotel Investors, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction

**001-32319**  
(Commission

**20-1296886**  
(IRS Employer

of Incorporation)

File Number)

Identification No.)

**903 Calle Amanecer, Suite 100**

**San Clemente, California**  
(Address of Principal Executive Office)

**92673**  
(Zip Code)  
**(949) 369-4000**

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

## Edgar Filing: Sunstone Hotel Investors, Inc. - Form 8-K

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:

- 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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR**

On February 6, 2008 and effective February 6, 2008, the Board of Directors of Sunstone Hotel Investors, Inc. (the Company) amended Sections 7.1, 7.2, 7.3 and 7.4 of the Company's Bylaws to authorize the issuance and transfer of uncertificated shares of the Company's stock. The amendment was adopted to comply with the requirement of the New York Stock Exchange that all listed securities be eligible for participation in a direct registration system operated by a securities depository by March 31, 2008. The Company's Amended and Restated Bylaws are attached hereto as Exhibit 3.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of Sunstone Hotel Investors, Inc., dated February 6, 2008

**SIGNATURE**

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.

**Sunstone Hotel Investors, Inc.**

Date: February 12, 2008

By: /s/ Steven R. Goldman  
Steven R. Goldman  
Chief Executive Officer