

STRATEGIC HOTELS & RESORTS, INC
Form DEFA14A
March 11, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

STRATEGIC HOTELS & RESORTS, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 19, 2011.**

STRATEGIC HOTELS & RESORTS, INC.

200 W. MADISON STREET

SUITE 1700

CHICAGO, IL 60606

Meeting Information

Meeting Type: Annual Meeting
For Stockholders as of: March 1, 2011
Date: May 19, 2011 **Time:** 10:00 AM Central Time
Location: Fairmont Chicago, Millennium Park
200 North Columbus Drive
Chicago, IL 60601

Directions to the Fairmont Chicago, Millennium Park may be found at: <http://www.fairmont.com/chicago/mapanddirections.htm>

You are receiving this notice because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This notice presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

2010 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 Eastern Time on May 18, 2011. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

Proposal 1 - ELECTION OF DIRECTORS

The Board of Directors recommends a vote **FOR** all nominees:

NOMINEES:

- | | |
|-----------------------------|----------------------------|
| 01) Robert P. Bowen | 06) Richard D. Kincaid |
| 02) Kenneth Fisher | 07) Sir David M.C. Michels |
| 03) Raymond L. Gellein, Jr. | 08) William A. Prezant |
| 04) Laurence S. Geller | 09) Eugene F. Reilly |
| 05) James A. Jeffs | |

Proposal 2 - APPROVAL OF SECOND AMENDED AND RESTATED 2004 INCENTIVE PLAN

The Board of Directors recommends a vote **FOR** approval of the Second Amended and Restated 2004 Incentive Plan which includes an increase in the number of securities reserved for issuance thereunder.

Proposal 3 - APPROVAL ON AN ADVISORY BASIS OF OUR EXECUTIVE COMPENSATION

The Board of Directors recommends a vote **FOR** approval on an advisory basis of our executive compensation.

Proposal 4 - RECOMMENDATION ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Board of Directors recommends a vote for **1 YEAR** as the frequency of the advisory vote on executive compensation.

Proposal 5 - RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors recommends a vote **FOR** ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2011.

Proposal 6 - TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

