

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K/A  
April 02, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K/A**

**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 7, 2014**

**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**

**33-1082757**  
**(IRS Employer**

**Identification No.)**

**Chicago, Illinois 60606**

**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously disclosed in the Current Report on Form 8-K filed by Strategic Hotels & Resorts, Inc. (the Company ) on March 10, 2014 with the Securities and Exchange Commission (the Initial 8-K ), in connection with the resolution of a proxy contest with Orange Capital LLC and certain of its affiliates, on March 7, 2014, David W. Johnson was appointed to the Company s board of directors (the Board ) effective as of March 7, 2014. On March 27, 2014, Mr. Johnson was appointed to the Board s audit and corporate governance and nominating committees. At the time of the Initial 8-K, such committee appointments were not determined.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned hereunto duly authorized.

**STRATEGIC HOTELS & RESORTS, INC.**

April 2, 2014

By: /s/ Paula C. Maggio

Name: Paula C. Maggio

Executive Vice President, General Counsel &

Title: Secretary