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

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**FORM 8-K**

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**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 24, 2008

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**HOST HOTELS & RESORTS, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of Incorporation)

**001-14625**  
(Commission File Number)

**53-0085950**  
(I.R.S. Employer  
Identification No.)

**6903 Rockledge Drive**  
**Suite 1500**  
**Bethesda, Maryland 20817**  
(Address of principal executive offices and Zip Code)

**(240) 744-1000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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**ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On and effective November 24, 2008, Host Hotels & Resorts, Inc., a Maryland corporation, filed Articles Supplementary with the State Department of Assessments and Taxation of Maryland certifying that its Board of Directors, by duly adopted resolutions, reclassified and designated its authorized but unissued 650,000 shares of Series A Junior Participating Preferred Stock, \$.01 par value per share, as shares of Preferred Stock, \$.01 par value per share, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption as set forth in its charter.

A copy of the Articles Supplementary is attached hereto as Exhibit 3.3 and incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibit is filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
3.3	Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland on November 24, 2008

**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.

Date: November 24, 2008

HOST HOTELS & RESORTS, INC.

By: /s/ Brian G. Macnamara

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Brian G. Macnamara

Senior Vice President, Corporate Controller

**HOST HOTELS & RESORTS, INC.****ARTICLES SUPPLEMENTARY**

Host Hotels & Resorts, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: Under a power contained in Article VI of the charter of the Corporation (the "Charter"), the Board of Directors, by duly adopted resolutions, reclassified and designated the authorized but unissued 650,000 shares of the Series A Junior Participating Preferred Stock, \$.01 par value per share (the "Series A Junior Participating Shares"), as shares of Preferred Stock, \$.01 par value per share, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption as set forth in the Charter.

SECOND: The Series A Junior Participating Shares have been reclassified and designated by the Board of Directors under the authority contained in the Charter.

THIRD: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

FOURTH: The undersigned President and Chief Executive Officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President and Chief Executive Officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 24<sup>th</sup> day of November, 2008.

ATTEST:

HOST HOTELS & RESORTS, INC.

By: /s/ Elizabeth A. Abdo  
Elizabeth A. Abdo  
Secretary

By: /s/ W. Edward Walter (SEAL)  
W. Edward Walter  
President and Chief Executive Officer