
**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) April 12, 2015

**HOST HOTELS & RESORTS, INC.
HOST HOTELS & RESORTS, L.P.**

(Exact name of registrant as specified in its charter)

**Maryland (Host Hotels & Resorts, Inc.)
Delaware (Host Hotels & Resorts, L.P.)**
(State or other jurisdiction
of incorporation)

**001-14625
0-25087**
(Commission
File Number)

**53-0085950
52-2095412**
(IRS Employer
Identification No.)

**6903 Rockledge Drive, Suite 1500
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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 14, 2015, Host Hotels & Resorts Inc. (the “company” or “Host”), the general partner of Host Hotels & Resorts, L.P., announced a leadership restructuring in its investment team. In connection with the restructuring, Struan Robertson will no longer serve as Chief Investment Officer, effective April 15, 2015. Mr. Robertson, who has acted as Chief Investment Officer since January 2013 will remain with the company until May 1, 2015 reporting to the company’s Chief Executive Officer, W. Edward Walter. Contingent upon the execution of a release with a one-year non-competition agreement with the company, Mr. Robertson will be entitled to benefits under Host’s Severance Plan for Executives for a termination without cause or a voluntary departure for good reason. On his departure date, Mr. Robertson will receive (i) a severance amount in cash of \$1,089,150, which equals one times Mr. Robertson’s current annual base salary and one times the average cash incentive bonus that was paid to him over the prior two years; and (ii) continued coverage for group medical, vision and dental benefits, for which the company shall pay the premium costs, for 18 months or until re-employment, whichever period is shorter. In addition, under the restricted stock agreement and stock option agreement between Mr. Robertson and the company, Mr. Robertson will vest in (i) 58,432 shares of common stock, which represents shares that would vest at the “target” level of performance in 2015 (50% of his 2015 award) and (ii) 28,902 options, which are all options granted for 2015. Mr. Robertson will also receive distributions under Host’s Executive Deferred Compensation Plan in accordance with the terms of that plan and the value of any accrued vacation pay.

Item 7.01 Regulation FD Disclosure.

In connection with the restructuring, the company also announced the following management changes: James F. Risoleo, currently Executive Vice President and Managing Director – Europe, has assumed managing director responsibilities for all West Coast investment activities; Nathan S. Tyrrell has become Managing Director of East Coast investment activities; and Jay Johnson has become Senior Vice President, Treasurer. Mr. Tyrrell has served as Senior Vice President and Treasurer of the company since 2010. Mr. Risoleo and Mr. Tyrrell will report directly to the company’s Chief Executive Officer, W. Edward Walter. Mr. Johnson, who has served as Vice President, Assistant Treasurer, will report to Gregory J. Larson, the company’s Chief Financial Officer.

Host’s press release describing these events is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 14, 2015.

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: April 16, 2015

HOST HOTELS & RESORTS, INC.

By: _____ /S/ BRIAN G. MACNAMARA

Name: **Brian G. Macnamara**

Title: **Senior Vice President, Corporate Controller**

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release, dated April 14, 2015.



Gee Lingberg

Vice President

240.744.5275

NEWS RELEASE**HOST HOTELS & RESORTS, INC. ANNOUNCES LEADERSHIP RESTRUCTURING OF ITS INVESTMENT TEAM**

BETHESDA, MD; April 14, 2015 - Host Hotels & Resorts, Inc. (NYSE:HST) announced today that as part of a leadership reorganization of its investment team, James F. Risoleo, currently executive vice president and managing director – Europe, has also assumed managing director responsibilities for all the company's West Coast investment activities. Nathan S. Tyrrell, currently senior vice president and treasurer, has become managing director of investment activities in the East. Mr. Risoleo and Mr. Tyrrell will report directly to the company's chief executive officer, W. Edward Walter. Jay L. Johnson, currently vice president and assistant treasurer has been elected senior vice president and treasurer and will report directly to the company's chief financial officer, Gregory J. Larson.

Mr. Risoleo, who has been with the company since 1996, has overseen investments in Europe since the inception of the company's activities in 2006. Previously, he served as executive vice president and chief investment officer from 2000 to 2011.

Mr. Tyrrell, who joined the company in 2005, has served as senior vice president and treasurer of the company since 2010. He has led the company's strategic planning efforts and has been a member of the investment committee since 2012.

Mr. Johnson, currently vice president and assistant treasurer, joined the company in 2010. Mr. Johnson led the efforts related to the company's new credit facility in 2014 and handled all mortgage loans related to our foreign investments. Prior to joining Host, Mr. Johnson was a vice president at KeyBank Real Estate Capital.

Struan B. Robertson, who has acted as chief investment officer since 2013, will remain with the Company until May 1, 2015. He will continue to serve as an executive vice president reporting to W. Edward Walter.

Mr. Walter stated, “These changes allow us to streamline our organizational structure and strengthen our investment efforts with dedicated resources focused on the west and east regions.”

ABOUT HOST HOTELS & RESORTS

Host Hotels & Resorts, Inc. is an S&P 500 and Fortune 500 company and is the largest lodging real estate investment trust and one of the largest owners of luxury and upper-upscale hotels. The Company currently owns 97 properties in the United States and 17 properties internationally totaling approximately 59,000 rooms. The Company also holds non-controlling interests in five joint ventures, including one in Europe that owns 19 hotels with approximately 6,500 rooms and one in Asia that has interests in four hotels in Australia and India. Guided by a disciplined approach to capital allocation and aggressive asset management, the Company partners with premium brands such as Marriott®, Ritz-Carlton®, Westin®, Sheraton®, W®, St. Regis®, Le Méridien®, The Luxury Collection®, Hyatt®, Fairmont®, Hilton®, Swissôtel®, ibis®, Pullman®, and Novotel® in the operation of properties in over 50 major markets worldwide. For additional information, please visit the Company’s website at www.hosthotels.com.

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