

**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): May 14, 2025

HOST HOTELS & RESORTS, INC.
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-14625
(Commission
File Number)

53-0085950
(IRS Employer
Identification No.)

**4747 Bethesda Avenue, Suite 1300
Bethesda, Maryland**
(Address of Principal Executive Offices)

20814
(Zip Code)

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$.01 par value	HST	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07. Submission of Matters to a Vote of Security Holders.

Host Hotels & Resorts, Inc. (the "Company") held its annual meeting of stockholders on May 14, 2025. Stockholders were asked to vote on three proposals: the election of directors, the ratification of the appointment of KPMG LLP as the Company’s independent registered public accountants for 2025, and an advisory vote to approve executive compensation. Final voting results are set forth below.

Proposal 1 – Election of Directors

Final votes regarding the election of nine directors for terms expiring at the 2026 annual meeting of stockholders are set forth below. Accordingly, each director nominee was elected for a one-year term.

	FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
Mary L. Baglivo	600,998,992	14,743,741	4,620,970	18,020,055
Herman E. Bulls	595,490,570	20,256,587	4,616,434	18,020,055
Diana M. Laing	587,491,729	28,254,954	4,617,020	18,020,055
Richard E. Marriott	603,647,887	13,544,226	3,171,456	18,020,055
Mary Hogan Preusse	602,172,785	15,014,067	3,176,749	18,020,055
Walter C. Rakowich	589,570,088	27,616,487	3,177,128	18,020,055
James F. Risoleo	611,041,592	6,142,011	3,180,100	18,020,055
Gordon H. Smith	580,021,980	37,162,959	3,178,754	18,020,055
A. William Stein	606,061,799	11,120,808	3,181,096	18,020,055

Proposal 2 – Ratification of Appointment of Independent Registered Public Accountants

Final votes on the ratification of the appointment of KPMG LLP as independent registered public accountants of the Company to serve for 2025 are set forth below. Accordingly, the appointment of KPMG LLP was ratified.

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
606,507,439	31,607,540	268,780	0

Proposal 3 – Advisory Vote on Executive Compensation

The final, non-binding, advisory votes on the Company’s executive compensation are set forth below. Accordingly, the proposal was approved by approximately 88% of the votes cast.

FOR	AGAINST	ABSTENTIONS	BROKER NON-VOTES
543,456,949	72,072,325	4,834,430	18,020,055

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.

HOST HOTELS & RESORTS, INC.

Date: May 16, 2025

By:

/s/ JOSEPH C. OTTINGER

Name:

Joseph C. Ottinger

Title:

Senior Vice President and Corporate Controller