
**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 19, 2010

HOST HOTELS & RESORTS, INC.

(Exact name of registrant as specified in its charter)

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)

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))
-
-

ITEM 8.01 Other Events

On May 19, 2010, Host Hotels & Resorts, Inc. announced that we have called for redemption all outstanding shares of our 8 7/8 % Class E Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Class E Preferred Stock"), on June 18, 2010, the Redemption Date. The Class E Preferred Stock is currently listed on the New York Stock Exchange under the symbol "HST Pr E". On the Redemption Date, we will redeem all of the outstanding 4,034,300 shares of Class E Preferred Stock at a redemption price of \$25.3944444 per share, representing the liquidation preference of \$25.00 per share plus the amount equal to all dividends accrued and unpaid thereon from April 15, 2010 to the Redemption Date. The aggregate redemption price for the outstanding shares of Class E Preferred Stock is approximately \$102 million.

A copy of the press release and a form of the notice of redemption for the Class E Preferred Stock are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBITS</u>
99.1	Press Release dated May 19, 2010 with respect to the redemption of the registrant's 8 7/8% Class E Cumulative Redeemable Preferred Stock
99.2	Form of Notice of Redemption, dated May 19, 2010, with respect to the redemption of the registrant's 8 7/8% Class E Cumulative Redeemable Preferred Stock

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 thereunto duly authorized.

Date: May 19, 2010

HOST HOTELS & RESORTS, INC.

By: /s/ Brian G. Macnamara
Brian G. Macnamara
Senior Vice President and
Corporate Controller

**EXHIBIT
NO.**

DESCRIPTION OF EXHIBITS

99.1	Press Release dated May 19, 2010 with respect to the redemption of the registrant's 8 ^{7/8} % Class E Cumulative Redeemable Preferred Stock
99.2	Form of Notice of Redemption, dated May 19, 2010, with respect to the redemption of the registrant's 8 ^{7/8} % Class E Cumulative Redeemable Preferred Stock



Contact:
Investor Relations
240.744.5800

NEWS RELEASE**HOST HOTELS & RESORTS, INC. TO REDEEM CLASS E CUMULATIVE REDEEMABLE PREFERRED STOCK ON JUNE 18, 2010**

Bethesda, MD, May 19, 2010 - Host Hotels & Resorts, Inc. (NYSE:HST), the nation's largest lodging real estate investment trust (REIT), today announced that it will redeem 4,034,300 shares of its 8^{7/8}% Class E cumulative redeemable preferred stock, which represents all of the issued and outstanding shares, on June 18, 2010. The 8^{7/8}% Class E cumulative redeemable preferred stock will be redeemed at a redemption price of \$25.00 per share, plus \$0.3944444 per share of dividends accrued from April 15, 2010 to the redemption date of June 18, 2010.

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 110 properties with approximately 61,000 rooms, and also holds a non-controlling interest in a joint venture that owns 11 hotels in Europe with approximately 3,500 rooms. 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®, The Luxury Collection®, Hyatt®, Fairmont®, Four Seasons®, Hilton® and Swissôtel®* in the operation of properties in over 50 major markets worldwide. For additional information, please visit the Company's website at www.hosthotels.com.

* This press release contains registered trademarks that are the exclusive property of their respective owners. None of the owners of these trademarks has any responsibility or liability for any information contained in this press release.

REDEMPTION NOTICE

May 19, 2010

To: Holders of Host Hotels & Resorts, Inc. 8^{7/8}% Class E Cumulative Redeemable Preferred Stock (CUSIP 44107P609)

Pursuant to the optional redemption provisions of Section 5(b) of the Articles Supplementary of Host Hotels & Resorts, Inc. (the "Company") classifying the 8^{7/8}% Class E Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Class E Preferred Shares"), the Company is hereby providing notice to you of the Company's redemption of all outstanding shares of its Class E Preferred Shares, and the following information in connection with such redemption:

1. The redemption date shall be June 18, 2010 (the "Redemption Date").

2. The Class E Preferred Shares are being redeemed at a redemption price of \$25.00 per share, plus \$0.3944444, the amount equal to all dividends accrued and unpaid from April 15, 2010 to the Redemption Date. You will receive \$25.3944444 multiplied by the number of Class E Preferred Shares held by you.

3. The total number of Class E Preferred Shares to be redeemed by the Company pursuant to Section 5(b) of the Articles Supplementary classifying the Class E Preferred Shares is 4,034,300, representing all of the issued and outstanding Class E Preferred Shares.

4. In order to receive payment for your Class E Preferred Shares, you should send by overnight mail or deliver by hand your certificate(s), if any, to Computershare Trust Company, N.A. (the "Agent") on or after the Redemption Date at one of the addresses set forth below. If you own your shares through a broker, bank or other nominee, you will receive instructions from your broker, bank or nominee and need not take any action at this time. Any monies deposited with the Agent and unclaimed at the end of two years from the Redemption Date will be repaid to the Company upon its written request, after which you may look only to the Company to receive payment for your Class E Preferred Shares.

By Hand

Computershare
Attn: Mailroom manager
199 Water Street
New York, New York, 10038

By Overnight Delivery

Computershare
Attn: Corporate Actions
250 Royall Street
Canton, MA 02021

5. Dividends on the Class E Preferred Shares shall cease to accrue on the Redemption Date. The Class E Preferred Shares will be canceled on the stock records of the Company as of the Redemption Date and, thereafter, you will have no rights as a stockholder of the Company, other than the right to receive payment in the amount of the Redemption Price.

Sincerely,

HOST HOTELS & RESORTS, INC.

By: /s/ Larry K. Harvey

Name: Larry K. Harvey

Title: Executive Vice President and Chief Financial Officer