
**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 25, 2013

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
(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))
-
-

Item 1.01. Entry into a Material Definitive Agreement.

On April 25, 2013, Host Hotels & Resorts, Inc. (the "Company") entered into amendments to each of two separate sales agency financing agreements, dated as of April 24, 2012, one with BNY Mellon Capital Markets, LLC ("BNYMCM") and the other with Scotia Capital (USA) Inc. ("Scotiabank" and, together with BNYMCM, the "Sales Agents"). The amendments were entered into in order to (a) reference a new registration statement and prospectus under which sales can be made (because of the expiration of the prior registration statement) and (b) amend the termination date to the earlier of (1) the sale of shares of common stock, par value \$0.01 per share, having a combined aggregate offering price of up to \$400 million (including sales made pursuant to the original sales agency financing agreements), (2) April 21, 2016, and (3) termination of the sales agency financing agreements by either the respective Sales Agents or the Company. Each of BNYMCM and Scotiabank will act as the Company's sales agent in connection with any offerings of shares pursuant to the respective sales agency financing agreements. As of the date hereof, the Company has sold shares of its common stock for approximately \$202 million under the agreements. The amendments left unchanged the aggregate offering price which may be offered under the agreements and approximately \$198 million remains available for issuance. Amendment No. 1 to each of the agreements is attached hereto as Exhibits 1.1 and 1.2 and are incorporated herein by reference. The original agreements were previously filed by the Company as Exhibits 1.1 and 1.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on April 25, 2012.

Affiliates of the Company are parties to the Credit Agreement, dated as of November 22, 2011 and amended on July 25, 2012, under which an affiliate of each of the Sales Agents is a lender. Each of the Sales Agents and their respective affiliates have provided and in the future may continue to provide investment banking, commercial banking, corporate trust and other financial services to the Company and its affiliates in the ordinary course of business for which they have received and will receive customary compensation.

The shares will be issued pursuant to the Company's shelf registration statement (the "Registration Statement") on Form S-3 (File No. 333-188059) filed on April 22, 2013 with the SEC. In connection with the offering contemplated by the sales agency financing agreements, the Company has filed a prospectus supplement, dated April 25, 2013 to the prospectus, dated April 22, 2013 that is part of the Registration Statement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Amendment No. 1 to the Sales Agency Financing Agreement, dated as of April 25, 2013, between Host Hotels & Resorts, Inc. and BNY Mellon Capital Markets, LLC.
1.2	Amendment No. 1 to the Sales Agency Financing Agreement, dated as of April 25, 2013, between Host Hotels & Resorts, Inc. and Scotia Capital (USA) Inc.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included as part of Exhibit 5.1).

SIGNATURE

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.
(Registrant)

Date: April 25, 2013

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	Amendment No. 1 to the Sales Agency Financing Agreement, dated as of April 25, 2013, between Host Hotels & Resorts, Inc. and BNY Mellon Capital Markets, LLC.
1.2	Amendment No. 1 to the Sales Agency Financing Agreement, dated as of April 25, 2013, between Host Hotels & Resorts, Inc. and Scotia Capital (USA) Inc.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included as part of Exhibit 5.1).

**AMENDMENT NO. 1 TO
SALES AGENCY FINANCING AGREEMENT**

Amendment No. 1, dated as of April 25, 2013 (this “Amendment”) between HOST HOTELS & RESORTS, INC., a Maryland corporation (the “Company”), and BNY MELLON CAPITAL MARKETS, LLC, a registered broker-dealer organized under the laws of Delaware (“BNYMCM”) to the Sales Agency Financing Agreement (the “Sales Agency Agreement”), dated as of April 24, 2012, between the Company and BNYMCM.

W I T N E S S E T H:

WHEREAS, the Company and BNYMCM are party to the Sales Agency Agreement relating to the issuance and sale by the Company of Common Shares with an aggregate Sales Price of up to \$400,000,000 upon the terms and subject to the conditions contained in the Sales Agency Agreement; and

WHEREAS, BNYMCM has been appointed by the Company as one of two exclusive agents to sell the Common Shares and has agreed to use its commercially reasonable efforts to sell the Common Shares offered by the Company upon the terms and subject to the conditions contained in the Sales Agency Agreement; and

WHEREAS, the Company is also party to a separate Sales Agency Financing Agreement (the “Alternative Agreement” and, together with the Sales Agency Agreement, the “Sales Agency Agreements”), dated as of April 24, 2012, with Scotia Capital (USA) Inc. (the “Alternative Agent”); and

WHEREAS, on April 22, 2013, the Company has filed a new “automatic shelf registration statement” (as defined in Rule 405 under the Securities Act of 1933, as amended) on Form S-3 (File No. 333-188059) with the Securities and Exchange Commission relating to the public offering and sale of the Common Shares and other securities of the Company; and

WHEREAS, the Company and BNYMCM desire to amend, and have agreed to enter into this Amendment in connection with the filing of such registration statement; and

WHEREAS, the Company has provided prior written notice of this Amendment to the Alternative Agent and the Company and the Alternative Agent have agreed to amend the Alternative Agreement on substantially the same terms as provided for herein;

NOW, THEREFORE, in consideration of the premises, representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, intending to be legally bound hereby, the parties hereto agree as follows:

1. For purposes of this Amendment, capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in the Sales Agency Agreement.

2. The definition of "Commitment Period" in Section 1.01 of the Sales Agency Agreement is hereby amended by deleting the date April 28, 2013 therein and replacing such date with April 21, 2016.

3. Section 3.01 of the Sales Agency Agreement is hereby replaced and superseded by the following paragraph and the following paragraph shall apply for purposes of the Sales Agency Agreement:

Registration. The Common Stock is registered pursuant to Section 12(b) of the Exchange Act and is currently listed and quoted on the Principal Market under the trading symbol "HST", and the Common Shares have been or will have been listed on the Principal Market prior to the delivery of the first Issuance Notice hereunder, subject to notice of issuance. An "automatic shelf registration statement" as defined under Rule 405 under the Securities Act on Form S-3 (File No. 333-188059), which contains a base prospectus, to be used in connection with the public offering and sale of the Common Shares, has been filed with the Commission not earlier than three years prior to April 25, 2013 and became effective upon filing. Such registration statement, as amended, including the financial statements, exhibits and schedules thereto, at each time of effectiveness under the Securities Act, including any required information deemed to be a part thereof at the time of effectiveness pursuant to Rule 430B under the Securities Act or the Exchange Act, and the base prospectus constituting a part of such registration statement, together with the Prospectus Supplement (as defined in Section 5.01(k)) and any pricing supplement relating to a particular issuance of the Issuance Shares and filed pursuant to Rule 424(b) promulgated by the Commission under the Securities Act (each, an "Issuance Supplement"), including all documents incorporated or deemed to be incorporated therein by reference pursuant to Item 12 of Form S-3 under the Securities Act, in each case, as from time to time amended or supplemented, are referred to herein as the "Registration Statement" and the "Prospectus," respectively. On or prior to April 25, 2013, the Company will prepare and file the Prospectus Supplement relating to the Issuance Shares not already sold on or prior to April 25, 2013 pursuant to Rule 424(b) promulgated by the Commission under the Securities Act, as contemplated by Section 5.01(k) of this Agreement. As used in this Agreement, the terms "amendment" or "supplement" when applied to the Registration Statement or the Prospectus shall be deemed to include the filing by the Company with the Commission of any document under the Exchange Act after the date hereof that is or is deemed to be incorporated therein by reference.

4. Except as otherwise provided in this Amendment, the Sales Agency Agreement shall remain in full force and effect.

5. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile transmission.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by the undersigned, thereunto duly authorized, as of the date first set forth above.

HOST HOTELS & RESORTS, INC.

By: /s/ Larry K. Harvey
Name: Larry K. Harvey
Title: Executive Vice President

BNY MELLON CAPITAL MARKETS, LLC

By: /s/ Daniel C. de Menocal, Jr.
Name: Daniel C. de Menocal, Jr.
Title: Managing Director

[Signature Page to Amendment No. 1 to BNYMCM Sales Agency Financing Agreement]

**AMENDMENT NO. 1 TO
SALES AGENCY FINANCING AGREEMENT**

Amendment No. 1, dated as of April 25, 2013 (this “Amendment”) between HOST HOTELS & RESORTS, INC., a Maryland corporation (the “Company”), and SCOTIA CAPITAL (USA) INC., a registered broker-dealer organized under the laws of Delaware (“SCUSA”) to the Sales Agency Financing Agreement (the “Sales Agency Agreement”), dated as of April 24, 2012, between the Company and SCUSA.

WITNESSETH:

WHEREAS, the Company and SCUSA are party to the Sales Agency Agreement relating to the issuance and sale by the Company of Common Shares with an aggregate Sales Price of up to \$400,000,000 upon the terms and subject to the conditions contained in the Sales Agency Agreement; and

WHEREAS, SCUSA has been appointed by the Company as one of two exclusive agents to sell the Common Shares and has agreed to use its commercially reasonable efforts to sell the Common Shares offered by the Company upon the terms and subject to the conditions contained in the Sales Agency Agreement; and

WHEREAS, the Company is also party to a separate Sales Agency Financing Agreement (the “Alternative Agreement” and, together with the Sales Agency Agreement, the “Sales Agency Agreements”), dated as of April 24, 2012, with BNY Mellon Capital Markets, LLC (the “Alternative Agent”); and

WHEREAS, on April 22, 2013, the Company has filed a new “automatic shelf registration statement” (as defined in Rule 405 under the Securities Act of 1933, as amended) on Form S-3 (File No. 333-188059) with the Securities and Exchange Commission relating to the public offering and sale of the Common Shares and other securities of the Company; and

WHEREAS, the Company and SCUSA desire to amend, and have agreed to enter into this Amendment in connection with the filing of such registration statement; and

WHEREAS, the Company has provided prior written notice of this Amendment to the Alternative Agent and the Company and the Alternative Agent have agreed to amend the Alternative Agreement on substantially the same terms as provided for herein;

NOW, THEREFORE, in consideration of the premises, representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, intending to be legally bound hereby, the parties hereto agree as follows:

1. For purposes of this Amendment, capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in the Sales Agency Agreement.

2. The definition of "Commitment Period" in Section 1.01 of the Sales Agency Agreement is hereby amended by deleting the date April 28, 2013 therein and replacing such date with April 21, 2016.

3. Section 3.01 of the Sales Agency Agreement is hereby replaced and superseded by the following paragraph and the following paragraph shall apply for purposes of the Sales Agency Agreement:

Registration. The Common Stock is registered pursuant to Section 12(b) of the Exchange Act and is currently listed and quoted on the Principal Market under the trading symbol "HST", and the Common Shares have been or will have been listed on the Principal Market prior to the delivery of the first Issuance Notice hereunder, subject to notice of issuance. An "automatic shelf registration statement" as defined under Rule 405 under the Securities Act on Form S-3 (File No. 333-188059), which contains a base prospectus, to be used in connection with the public offering and sale of the Common Shares, has been filed with the Commission not earlier than three years prior to April 25, 2013 and became effective upon filing. Such registration statement, as amended, including the financial statements, exhibits and schedules thereto, at each time of effectiveness under the Securities Act, including any required information deemed to be a part thereof at the time of effectiveness pursuant to Rule 430B under the Securities Act or the Exchange Act, and the base prospectus constituting a part of such registration statement, together with the Prospectus Supplement (as defined in Section 5.01(k)) and any pricing supplement relating to a particular issuance of the Issuance Shares and filed pursuant to Rule 424(b) promulgated by the Commission under the Securities Act (each, an "Issuance Supplement"), including all documents incorporated or deemed to be incorporated therein by reference pursuant to Item 12 of Form S-3 under the Securities Act, in each case, as from time to time amended or supplemented, are referred to herein as the "Registration Statement" and the "Prospectus," respectively. On or prior to April 25, 2013, the Company will prepare and file the Prospectus Supplement relating to the Issuance Shares not already sold on or prior to April 25, 2013 pursuant to Rule 424(b) promulgated by the Commission under the Securities Act, as contemplated by Section 5.01(k) of this Agreement. As used in this Agreement, the terms "amendment" or "supplement" when applied to the Registration Statement or the Prospectus shall be deemed to include the filing by the Company with the Commission of any document under the Exchange Act after the date hereof that is or is deemed to be incorporated therein by reference.

4. Except as otherwise provided in this Amendment, the Sales Agency Agreement shall remain in full force and effect.

5. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile transmission.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by the undersigned, thereunto duly authorized, as of the date first set forth above.

HOST HOTELS & RESORTS, INC.

By: /s/ Larry K. Harvey

Name: Larry K. Harvey

Title: Executive Vice President

SCOTIA CAPITAL (USA) INC.

By: /s/ A. Robert Bose

Name: A. Robert Bose

Title: Managing Director

[Signature Page to Amendment No. 1 to SCUSA Sales Agency Financing Agreement]

April 25, 2013

Host Hotels & Resorts, Inc.
6903 Rockledge Drive, Suite 1500
Bethesda, Maryland 20817

Re: Host Hotels & Resorts, Inc.

Ladies and Gentlemen:

We have served as Maryland counsel to Host Hotels & Resorts, Inc., a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the sale and issuance from time to time of shares (the "Shares") of the Common Stock, par value \$.01 per share, of the Company (the "Common Stock") having an aggregate offering price of up to \$400,000,000 pursuant to (i) the Sales Agency Financing Agreement, dated as of April 24, 2012, as amended (the "BNY Agreement"), between the Company and BNY Mellon Capital Markets, LLC, a registered broker-dealer organized under the laws of Delaware and (ii) the Sales Agency Financing Agreement, dated as of April 24, 2012, as amended (the "Scotia Agreement" and, together with the BNY Agreement, the "Agreements"), between the Company and Scotia Capital (USA) Inc., a registered broker-dealer organized under the laws of New York. The Shares are covered by a Registration Statement on Form S-3 (Registration No. 333-188059), and all amendments thereto (collectively, the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement and the related form of prospectus included therein in the form in which it was transmitted to the Commission under the 1933 Act;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company (the "Bylaws"), certified as of the date hereof by an officer of the Company;
4. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company relating to, among other matters, (i) the approval of the Agreements, (ii) the registration, sale and issuance of the Shares in a continuous offering program and (iii) the

delegation to designated officers of the Company (the "Authorized Officers") of the power to determine the number and price of the Shares and certain other matters in connection with the registration, sale and issuance of the Shares, subject to the Resolutions, certified as of the date hereof by an officer of the Company;

5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

6. A certificate executed by an officer of the Company, dated as of the date hereof; and

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued in violation of the restrictions on transfer and ownership contained in Article VIII of the Charter.

6. The issuance of, and certain terms of, the Shares to be issued by the Company from time to time will be authorized and approved by the Board of Directors or a duly authorized committee thereof, or by the Authorized Officers, in accordance with and not in violation of the Maryland General Corporation Law, the Charter, the Bylaws and the Resolutions and reflected, to the extent applicable, in appropriate governing documents (with such approvals referred to hereinafter as the "Corporate Proceedings") prior to the issuance thereof.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. Upon the completion of all Corporate Proceedings relating to the Shares, the issuance of the Shares will be duly authorized and, when and if issued and delivered against payment therefor in accordance with the Agreements and the Corporate Proceedings (and assuming that upon such issuance the total number of shares of Common Stock issued and outstanding does not exceed the total number of shares of Common Stock then authorized to be issued under the Charter), the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state tax or securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this

Host Hotels & Resorts, Inc.

April 25, 2013

Page 4

opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP