

**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) December 9, 2019

**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.)

4747 Bethesda Avenue, Suite 1300
Bethesda, Maryland 20814
(Address of principal executive offices) (Zip Code)

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

6903 Rockledge Drive, Suite 1500
Bethesda, Maryland 20817
(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))

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

| | <u>Title of Each Class</u> | <u>Trading Symbol</u> | <u>Name of Each Exchange on Which Registered</u> |
|-----------------------------|--------------------------------|---------------------------|--|
| Host Hotels & Resorts, Inc. | Common Stock, \$0.01 par value | HST | New York Stock Exchange |
| Host Hotels & Resorts, L.P. | None | None | None |

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 12, 2019, Host Hotels & Resorts, Inc. (the “Company” or “Host Hotels”), the general partner of Host Hotels & Resorts, L.P., announced that Michael D. Bluhm will step down from his position as Executive Vice President and Chief Financial Officer of the Company effective December 31, 2019, to resume his career in investment banking as Managing Director and Global Head of Lodging for Morgan Stanley, based in Los Angeles. The Company has initiated a comprehensive search process with the assistance of a leading executive search firm to identify Mr. Bluhm’s successor. Mr. Bluhm will serve as a senior advisor reporting to James F. Risoleo, the Company’s President and Chief Executive Officer, through February 15, 2020.

Effective January 1, 2020, Brian G. Macnamara, Senior Vice President and Corporate Controller of the Company, will serve as the principal financial officer until such time as the Company appoints a new Executive Vice President and Chief Financial Officer. Mr. Macnamara, 60, joined Host Hotels in 1996 and was appointed Senior Vice President and Corporate Controller in September 2007. He previously served in a range of finance and operational roles at the Company, including Vice President, Assistant Corporate Controller and Vice President, Financial Reporting and Corporate Real Estate.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release, dated December 12, 2019 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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: December 12, 2019

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

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, L.P.

By: HOST HOTELS & RESORTS, INC.
its General Partner

Date: December 12, 2019

By: /s/ Brian G. Macnamara

Brian G. Macnamara
Senior Vice President and Corporate Controller



Tejal Engman
Vice President
240.744.5116

NEWS RELEASE

Host Hotels & Resorts, Inc. Announces CFO Transition

BETHESDA, Md., December 12, 2019 — Host Hotels & Resorts, Inc. (NYSE: HST), Host Hotels & Resorts, Inc. (NYSE: HST) (“Host” or the “Company”), the nation’s largest lodging real estate investment trust, today announced that Michael D. Bluhm, the Company’s Executive Vice President and Chief Financial Officer, will step down at the end of 2019 to resume his career in investment banking as Managing Director and Global Head of Lodging for Morgan Stanley, based in Los Angeles. The Company has initiated a comprehensive search process with the assistance of a leading executive search firm to identify Mr. Bluhm’s successor.

To ensure a smooth transition, Mr. Bluhm will serve as a senior advisor to the Company through February 15, 2020. Brian G. Macnamara, Host’s Senior Vice President and Corporate Controller, will serve as principal financial officer, effective January 1, 2020, until such time as the Company appoints a new Executive Vice President and Chief Financial Officer.

James F. Risoleo, President and Chief Executive Officer, said, “On behalf of the Board and management team, I thank Michael for his many contributions to our Company. He has expanded our strategic capabilities while maintaining our disciplined approach to capital allocation and fortifying our investment-grade balance sheet. We are pleased Michael has agreed to serve as a senior advisor to Host over the coming months, and we expect to continue to benefit from his expertise as one of our external advisors.”

Mr. Risoleo continued, “We are fortunate to have a deep bench of talent, and we appreciate Brian’s willingness to serve as principal financial officer while we undertake the search process. Having spent nearly 25 years at Host, Brian is deeply familiar with our business, strategy and financial processes. We are confident this will be a seamless transition for our shareholders, partners, employees and other stakeholders.”

Mr. Bluhm said, “It has been an honor to serve as Host’s CFO and work with such an outstanding management team and group of committed employees. I’m very proud of what we have accomplished over the past couple of years and look forward to continuing to support Jim and the team as they further build on the Company’s industry-leading position and create additional value for shareholders.”

About Host Hotels & Resorts

Host Hotels & Resorts, Inc. is an S&P 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 75 properties in the United States and five properties internationally totaling approximately 46,600 rooms. The Company also holds non-controlling interests in six domestic and one international joint ventures. 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®, Hilton®, Swissôtel®, ibis® and Novotel®, as well as independent brands. For additional information, please visit the Company’s website at www.hosthotels.com.

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