
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

HOST HOTELS & RESORTS, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

53-0085950
(I.R.S. Employer
Identification No.)

**4747 Bethesda Ave, Suite 1300
Bethesda, Maryland 20814
(240) 744-1000**
(Address of Principal Executive Offices) (Zip Code)

**HOST HOTELS & RESORTS, INC. AND HOST HOTELS & RESORTS, L.P.
2021 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

Julie P. Aslaksen
Executive Vice President, General Counsel and Secretary
Host Hotels & Resorts, Inc.
4747 Bethesda Avenue, Suite 1300
Bethesda, Maryland 20814
(Name and address of agent for service)

(240) 744-1000
(Telephone number, including area code, of agent for service)

Copies to:

Joel H. Trotter
Latham & Watkins LLP
555 11th Street, N.W., Suite 1000
Washington, DC 20004
(202) 637-2200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	400,000 shares	\$17.19	\$6,876,000	\$750.18

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, (the "Securities Act"), this Registration Statement also covers an indeterminate number of shares that may be offered or issued under the Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. 2021 Employee Stock Purchase Plan as a result of a stock split, stock dividend or similar transaction.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act. The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices for the common stock as reported on the Nasdaq Stock Market on May 14, 2021.

EXPLANATORY NOTE

On May 20, 2021, the stockholders of Host Hotels & Resorts, Inc. (the “Company”) approved the Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. 2021 Employee Stock Purchase Plan (the “Plan”), which is an amendment and restatement of the Employee Stock Purchase Plan last amended and restated effective as of May 15, 2016 and last amended as of June 15, 2020. The new Plan increases the number of shares of common stock, par value \$0.01 per share (the “Common Stock”), of the Company reserved for issuance under the Plan by 400,000 shares. The purpose of this Registration Statement is to register the 400,000 additional shares of Common Stock reserved for issuance pursuant to the Plan. The Common Stock registered hereunder is in addition to the 812,896 shares of Common Stock previously reserved for issuance under the Plan and previously registered on the Company’s Registration Statements on Form S-8 filed on March 25, 1999 (Commission File No. 333-75059), January 7, 2011 (Commission File No. 333-171607), and July 18, 2016 (Commission File No. 333-212569) (collectively, the “Prior Registration Statements”).

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E, the contents of the Prior Registration Statements are incorporated by reference and made a part of this Registration Statement except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (“SEC”) by the Company are incorporated herein by reference:

- (a) the Combined Annual Report of Host Hotels & Resorts, L.P. and the Company on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the SEC on February 25, 2021 (including information specifically incorporated by reference from the Company’s Proxy Statement for its 2021 Annual Meeting of Stockholders);
- (b) the Combined Quarterly Report of Host Hotels & Resorts, L.P. and the Company on [Form 10-Q](#) for the quarterly period ended March 31, 2021, filed with the SEC on May 5, 2021;
- (c) the Current Reports of the Company on Form 8-K filed with the SEC on [February 5, 2021](#), [February 10, 2021](#) and [May 6, 2021](#); and
- (d) the description of the Company’s Common Stock included in the Registration Statement on [Form 8-A](#) filed on October 30, 2020.

All documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this Registration Statement from the date of filing of such document.

We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or included in future filings, that are not deemed “filed” with the SEC.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

The Maryland General Corporation Law (the “MGCL”) permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. The Company’s Charter contains such a provision which eliminates such liability to the maximum extent permitted by Maryland law.

The Company’s Charter provides that the Company, to the maximum extent permitted by Maryland law, shall indemnify (i) its directors and officers and (ii) other employees and agents. The Company’s Bylaws obligate it, to the maximum extent permitted by Maryland law, to indemnify and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any present or former director or officer of the Company who is made a party to the proceeding by reason of his or her service in that capacity or (b) any individual who, while a director or officer of the Company and at the request of the Company, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, trustee, officer or partner and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity, against any claim or liability to which he or she may become subject by reason of such status. The Company’s Charter and Bylaws also permit the Company to indemnify and advance expenses to any person who served as a predecessor of the Company in any of the capacities described above and to any employee or agent of the Company or a predecessor of the Company.

The MGCL requires a Maryland corporation (unless its charter provides otherwise, which the Company’s Charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made a party by reason of his or her service in that capacity. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property, or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under the MGCL, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In accordance with the MGCL, the Company is required, as a condition to advancing expenses, to obtain (1) a written affirmation by the director, officer or employee of his or her good faith belief that he/she has met the standard of conduct necessary for indemnification and (2) a written statement by him or her or on his or her behalf to repay the amount paid or reimbursed by the Company if it shall ultimately be determined that the applicable standard of conduct was not met.

The Company has also entered into indemnification agreements with its directors and executive officers that obligate it to indemnify them to the maximum extent permitted under Maryland law. The agreements require the Company to indemnify the director or officer (the “indemnitee”) against all judgments, penalties, fines and amounts paid in settlement and all expenses actually and reasonably incurred by the indemnitee in connection with a proceeding (other than one initiated by or on behalf of the Company) to which such person became subject by reason of his or her status as a present or former director, trustee, officer, employee or agent of the Company or any other corporation or enterprise for which such person is or was serving at the Company’s request. In addition, the indemnification agreement requires the Company to indemnify the indemnitee against all amounts paid in settlement and all expenses actually and reasonably incurred by the indemnitee in connection with a proceeding that is brought by or on behalf of the Company. In either case, the indemnitee is not entitled to indemnification if it is established that one of the exceptions to indemnification under Maryland law set forth above exists.

In addition, the indemnification agreement requires the Company to advance reasonable expenses incurred by the indemnitee within 10 days of the receipt by the Company of a statement from the indemnitee requesting the advance, provided the statement evidences the expenses and is accompanied by:

- a written affirmation of the indemnitee's good faith belief that he or she has met the standard of conduct necessary for indemnification, and
- a written undertaking by or on behalf of the indemnitee to repay the amount if it is ultimately determined that the standard of conduct was not met.

The indemnification agreement also provides for procedures for the determination of entitlement to indemnification, including requiring such determination be made by independent counsel after a change of control of the Company.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Composite Charter of Host Hotels & Resorts, Inc., dated July 18, 2016 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. Registration Statement on Form S-8 (SEC File No. 333-212569), filed on July 18, 2016).
4.2	Amended and Restated Bylaws of Host Hotels & Resorts, Inc., effective November 21, 2016 (incorporated by reference to Exhibit 3.1 to Host Hotels & Resorts, Inc.'s and Host Hotels & Resorts, L.P.'s Quarterly Report on Form 10-Q for the period ended March 31, 2017, filed on May 2, 2017).
4.3	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.7 to Host Marriott Corporation's Amendment No. 4 to its Registration Statement on Form S-4 (SEC File No. 333-55807) filed on October 2, 1998).
5.1*	Opinion of Venable LLP.
23.1*	Consent of Venable LLP (included in Exhibit 5.1).
23.2*	Consent of KPMG LLP.
24.1*	Power of Attorney (included in the signature page hereto).
99.1	Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. 2021 Employee Stock Purchase Plan (incorporated by reference to Appendix A of the Company's Proxy Statement for its 2021 Annual Meeting of Stockholders filed with the SEC on April 7, 2021).

* Filed herewith.

<u>/S/ SANDEEP L. MATHRANI</u> Sandeep L. Mathrani	Director	May 20, 2021
<u>/S/ JOHN B. MORSE, JR.</u> John B. Morse, Jr.	Director	May 20, 2021
<u>/S/ MARY HOGAN PREUSSE</u> Mary Hogan Preusse	Director	May 20, 2021
<u>/S/ WALTER C. RAKOWICH</u> Walter C. Rakowich	Director	May 20, 2021
<u>/S/ GORDON H. SMITH</u> Gordon H. Smith	Director	May 20, 2021
<u>/S/ A. WILLIAM STEIN</u> A. William Stein	Director	May 20, 2021



750 E. PRATT STREET SUITE 900 BALTIMORE, MD 21202
T 410.244.7400 F 410.244.7742 www.Venable.com

May 20, 2021

Host Hotels & Resorts, Inc.
4747 Bethesda Ave., Suite 1300
Bethesda, Maryland 20814

Re: Registration Statement on Form S-8

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 registration of up to 400,000 shares (the "Shares") of common stock, par value \$.01 per share (the "Common Stock"), of the Company under the Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. 2021 Employee Stock Purchase Plan (the "Plan"). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (collectively, the "Registration Statement"), as 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, substantially in the form in which they will be 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, certified as of the date hereof by an officer of the Company;
4. The Plan;
5. Resolutions adopted by the Board of Directors of the Company, relating to, among other matters, the approval of the Plan, certified as of the date hereof by an officer of the Company;

Host Hotels & Resorts, Inc.

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6. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and
8. 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 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. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.
6. The Shares will not be issued or transferred in violation of the restrictions on transfer and ownership of shares of stock of the Company set forth in Article VIII of the Charter.

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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. The issuance of the Shares has been duly authorized and, when and to the extent issued and delivered against payment therefor in accordance with the Charter, the Plan and the Registration Statement, 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 federal law or any other state law. We express no opinion as to compliance with any federal or state 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 the laws of 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 Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement 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

Consent of Independent Registered Public Accounting Firm

To the Partners of Host Hotels & Resorts, L.P. and Board of Directors of Host Hotels & Resorts, Inc.:

We consent to the use of (i) our reports dated February 25, 2021, with respect to the consolidated financial statements and financial statement schedule III of Host Hotels & Resorts, Inc. (the “Inc Report on Consolidated Financial Statements”) and the effectiveness of internal control over financial reporting, and (ii) our report dated February 25, 2021, with respect to the consolidated financial statements of Host Hotels & Resorts, L.P. (the “Partnership Report on Consolidated Financial Statements”), incorporated herein by reference.

The Inc. Report on Consolidated Financial Statements and the Partnership Report on Consolidated Financial Statements refer to a change in the method of accounting for leases.

/s/ KPMG LLP

McLean, Virginia May 20, 2021