

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
March 29, 2007

**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) March 28, 2007

Strategic Hotels & Resorts, Inc.

*(Exact Name of Registrant as Specified in its Charter)*

Maryland

*(State or Other Jurisdiction of Incorporation)*

001-32223

*(Commission File Number)*

77 West Wacker Drive, Suite 4600, Chicago, Illinois

*(Address of Principal Executive Offices)*

(312) 658-5000

*(Registrant's Telephone Number, Including Area Code)*

Not Applicable

*(Former Name or Former Address, if Changed Since Last Report)*

33-1082757

*(I.R.S. Employer Identification No.)*

60601

*(Zip Code)*

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):

- ..  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))

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**Item 8.01 Other Events.**

On March 28, 2007, Strategic Hotels & Resorts, Inc., a real estate investment trust and sole managing member of Strategic Hotel Funding L.L.C. (SH Funding), issued a press release announcing the commencement of a private offering by SH Funding, subject to market conditions, of \$150 million aggregate principal amount of exchangeable senior notes due 2012, and an additional \$30 million aggregate principal amount of notes that may be issued at the option of the initial purchasers of the notes within 30 days of the initial issuance of the notes.

A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference, and is being filed pursuant to Rule 135c under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.**

(d) Exhibits.

Exhibit Number          Description

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**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.

**STRATEGIC HOTELS & RESORTS, INC.**

March 29, 2007

By: /s/ Paula Maggio  
Name: Paula Maggio  
Title: Vice President, Secretary and General Counsel

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