

STRATEGIC HOTELS & RESORTS, INC
Form 8-K
May 19, 2006

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 18, 2006

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)

33-1082757
(IRS Employer
Identification No.)

77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(312) 658-5000**

N/A

(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):

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- .. 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 7.01 Regulation FD Disclosure.

On May 19, 2006, Strategic Hotels & Resorts, Inc. (the Company) issued a press release announcing the pricing of its underwritten public offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On May 18, 2006, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters named therein (collectively, the Underwriters). Pursuant to the Underwriting Agreement, the Company agreed to sell to the Underwriters 14,000,000 shares (the Offered Shares) of its common stock, par value \$0.01 per share (the Common Stock). In addition, the Company granted the Underwriters an option to purchase up to an additional 2,100,000 shares (the Option Shares) of Common Stock to cover over-allotments, if any. The Underwriters may exercise the option at any time in whole, or from time to time in part, on or before the thirtieth day following the date of the Underwriting Agreement. The Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

On May 18, 2006, Venable LLP delivered its legality opinion with respect to the Offered Shares and the Option Shares. A copy of the legality opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

- 1.1 Underwriting Agreement, dated as of May 18, 2006, by and among the Company, Strategic Hotel Funding, L.L.C., and Deutsche Bank Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters listed therein.
- 5.1 Opinion of Venable LLP.
- 23.1 Consent of Venable LLP (included in the opinion filed as Exhibit 5.1).
- 99.1 Press Release dated May 19, 2006.

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.

By: /s/ Monte J. Huber
Name: Monte J. Huber
Title: Vice President and Controller

Date: May 19, 2006

Exhibit Index

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