

HOST HOTELS & RESORTS L.P.
Form 8-K
November 13, 2012

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): November 12, 2012

HOST HOTELS & RESORTS, INC.

HOST HOTELS & RESORTS, L.P.

(Exact Name of Registrant as Specified in Charter)

Maryland (Host Hotels & Resorts, Inc.)

001-14625

53-0085950

Delaware (Host Hotels & Resorts, L.P.)

0-25087

52-2095412

(State or Other Jurisdiction of

(Commission File Number)

(IRS Employer Identification

Incorporation)

No.)

6903 Rockledge Drive, Suite 1500

Bethesda, Maryland

(Address of Principal Executive Offices)

20817

(Zip Code)

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

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:

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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))

Item 7.01 Regulation FD Disclosure.

On November 12, 2012, Host Hotels & Resorts, Inc. issued a press release to revise its forecast for earnings for 2012 due to the effects of Hurricane Sandy. A copy of the press release is furnished as Exhibit 99.1 to this Report and is incorporated by reference herein.

The information in this Report, including the exhibit, is provided under Item 7.01 of Form 8-K and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section with the sole exception of the first paragraph of the press release included as Exhibit 99.1 to this Form 8-K, which is deemed significant to investors and is intended to be filed rather than furnished for the purposes of Section 18 of the Securities Exchange Act of 1934. Furthermore, the information in this Report, including the exhibit, shall not be deemed to be incorporated by reference into the filings of the registrant under the Securities Act of 1933 regardless of any general incorporation language in such filings, except for the first paragraph of the press release, which shall be deemed as incorporated by reference into the filings of the registrant under the Securities Act of 1933.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

See Item 7.01 above for information in the Exhibit deemed Furnished or Filed as the case may be.

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Host Hotels & Resorts, Inc. s press release dated November 12, 2012. |

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: November 13, 2012

By: /s/ BRIAN G. MACNAMARA
Brian G. Macnamara

Senior Vice President,

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.
(Registrant)

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

Date: November 13, 2012

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

EXHIBIT INDEX

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