

STRATEGIC HOTEL CAPITAL INC  
Form 8-K  
February 02, 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) January 31, 2006

Strategic Hotel Capital, Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

001-32223

(Commission File Number)

33-1082757

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

77 West Wacker Drive, Suite 4600, Chicago, Illinois

60601

(Address of Principal Executive Offices)

(Zip Code)

(312) 658-5000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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):

- 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 1.01 Entry into a Material Definitive Agreement.**

On January 31, 2006, Strategic Hotel Capital, Inc. (the Company), the managing member of Strategic Hotel Funding, L.L.C. (the Operating Partnership), entered into the Third Amendment to the Limited Liability Company Agreement of the Operating Partnership (the Amendment). The Amendment was entered into in connection with the issuance by the Company of 4,600,000 shares of 8.25% Series B Cumulative Redeemable Preferred Stock (the Preferred Stock) and provides for the issuance by the Operating Partnership of 4,600,000 units of 8.25% Series B Cumulative Redeemable Preferred Units (the Preferred Membership Units) having substantially the same rights and preferences as the Preferred Stock. The Preferred Membership Units have a liquidation preference of \$25.00 per unit. The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**  
**(c) Exhibits.**

- 10.1 Third Amendment to the Limited Liability Company Agreement of Strategic Hotel Funding, L.L.C., dated as of January 31, 2006.

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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 HOTEL CAPITAL, INC.**

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

Date: February 2, 2006

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**Exhibit Index**

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- 10.1 Third Amendment to the Limited Liability Company Agreement of Strategic Hotel Funding, L.L.C., dated as of January 31, 2006.