

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
May 10, 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 7, 2006

**Strategic Hotels & Resorts, Inc.**

(Exact Name of Registrant as specified in its charter)

<b>Maryland</b>	<b>001-32223</b>	<b>33-1082757</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b><u>77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601</u></b>		

(Address of Principal Executive Offices) (Zip Code)

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

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. below):

- 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 1.01 Entry into a Material Definitive Agreement.**

On May 10, 2006, Strategic Hotels & Resorts, Inc. (the Company) announced that SHC Laguna, L.L.C. (SHCL), a wholly owned subsidiary of Strategic Hotel Funding, L.L.C. (SH Funding), the operating company of the Company, entered into a Real Estate Purchase Agreement (the Acquisition Agreement) with SHC Laguna Niguel I LLC (the Seller), dated as of May 9, 2006, to acquire the Ritz-Carlton, Laguna Niguel from the Seller for a purchase price of \$330.0 million and agreed to assume up to \$8.55 million in debt (the Acquisition Transaction). The Acquisition Transaction, which is expected to close in July 2006, remains subject to customary closing conditions. The Company's president and chief executive officer, Laurence S. Geller, has an ownership interest in Strategic Hotel Capital, L.L.C., the parent company of the Seller.

On May 10, 2006, the Company also announced that New Rancho, L.L.C. (New Rancho), a wholly owned subsidiary of SH Funding, entered into an Agreement of Purchase and Sale (the Disposition Agreement) with KSL RLP Holdings, LLC (KSL), dated as of May 7, 2006, pursuant to which New Rancho agreed to sell the Marriott Rancho Las Palmas Resort & Spa to KSL for a sales price of \$56.0 million (the Disposition Transaction) and, together with the Acquisition Transaction, the Transactions). The Disposition Transaction, which is expected to close in July 2006, remains subject to customary closing conditions.

The foregoing description of the Acquisition Transaction is qualified in its entirety by reference to the Acquisition Agreement, which will be attached as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2006 (the Form 10-Q) which the Company intends to file in August 2006. The foregoing description of the Disposition Transaction is qualified in its entirety by reference to the Disposition Agreement, which will be attached as an exhibit to the Form 10-Q which the Company intends to file in August 2006.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release relating to the Transactions is attached to this Current Report on Form 8-K (this Current Report) as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 7.01 disclosure.

The information in Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report, including the exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended by the Exchange Act, regardless of any incorporation by reference language in any such filing.

This Current Report contains forward-looking statements about the Company. Except for historical information, the matters discussed in this Current Report are forward-looking statements subject to certain risks and uncertainties that could cause the actual results to differ materially, including but not limited to the following: the failure of closing conditions to be satisfied; availability of capital; ability to obtain or refinance debt; rising interest rates; rising insurance premiums; cash available for capital expenditures; competition; demand for hotel rooms in our current and proposed market areas; economic conditions generally and in the real estate market specifically; delays in construction and development; demand for hotel condominiums; marketing challenges associated with entering new lines of business; risks related to natural disasters; the pace and extent of the recovery of the New Orleans economy and tourism industry; the successful collection of insurance proceeds and rehabilitation of the New Orleans property; the effect of threats of terrorism and increased security precautions on travel patterns and hotel bookings; the outbreak of hostilities and international political instability; legislative or regulatory changes, including changes to laws governing the taxation of REITs; and changes in generally accepted accounting principles, policies and guidelines applicable to REITs.

Additional risks are discussed in the Company's filings with the Securities and Exchange Commission. Although the Company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. The forward-looking statements are made as of the date of this Current Report, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits Exhibit Number	Description
99.1	Press Release dated May 10, 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 HOTELS & RESORTS, INC.**

By: /s/ James E. Mead  
Name: James E. Mead  
Title: Executive Vice President, Chief Financial Officer

Date: May 10, 2006