

STRATEGIC HOTELS & RESORTS, INC
Form 8-K
March 16, 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): **March 11, 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)

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**

33-1082757

(IRS Employer
Identification No.)

Strategic Hotel Capital, Inc.

(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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(b) On March 11, 2006, each of Mr. Thomas A. Hassard and Mr. Robert J. Watson notified Strategic Hotels & Resorts, Inc. (the Company) that they will resign from their position as directors of the Company effective March 13, 2006.

(d) Effective March 15, 2006, the board of directors (the Board) of the Company unanimously approved the appointment of Edward C. Coppola, David Michael Charles Michels and William A. Prezant as directors of the Company. Messrs. Coppola, Michels and Prezant will serve until the 2006 annual meeting of shareholders, or until such time as their successors are duly elected and qualified. The Board determined that Messrs. Coppola, Michels and Prezant are independent under the listing standards of the New York Stock Exchange.

A copy of the Company's press release announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated March 14, 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, Controller and Treasurer

Date: March 16, 2006

Exhibit Index

99.1 Press Release dated March 14, 2006.