

STRATEGIC HOTEL CAPITAL INC  
Form 8-K  
December 16, 2005

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) December 12, 2005

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)*

77 West Wacker Drive, Suite 4600, Chicago, Illinois

*(Address of Principal Executive Offices)*

(312) 658-5000

*(Registrant's Telephone Number, Including Area Code)*

Not Applicable

*(Former Name or Former Address, if Changed Since Last Report)*

33-1082757

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

60601

*(Zip Code)*

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))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(d) Effective December 12, 2005, the board of directors (the Board) of Strategic Hotel Capital, Inc. (the Company) voted to increase the number of directors from 8 to 9. On the same date, the Board, following a recommendation from the Board's Corporate Governance and Nominating Committee, unanimously approved the election of Richard L. Fisher as a director of the Company to fill the newly created vacancy on the Board. Mr. Fisher will serve until the 2006 annual meeting of shareholders, or until such time as his successor is duly elected and qualified. The Board determined that Mr. Fisher is 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.**

| <u>Exhibit No.</u> | <u>Description</u>                                  |
|--------------------|---|
| (c)<br>99.1        | Exhibits.<br>Press Release dated December 15, 2005. |

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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.

December 16, 2005

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

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