

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
May 18, 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 17, 2006

**Strategic Hotels & Resorts, Inc.**

(Exact Name of Registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation)

**77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601**

**001-32223**

(Commission File  
Number)

**33-1082757**

(IRS Employer  
Identification No.)

(Address of Principal Executive Offices) (Zip Code)

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

N/A

(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 17, 2006, Strategic Hotels & Resorts, Inc. (the Company), the managing member of Strategic Hotel Funding, L.L.C. (the Operating Company), entered into the Fourth Amendment to the Limited Liability Company Agreement of the Operating Company (the Amendment). The Amendment was entered into in connection with the issuance by the Company of 5,750,000 shares of 8.25% Series C Cumulative Redeemable Preferred Stock (the Preferred Stock) and provides for the issuance by the Operating Company of 5,750,000 units of 8.25% Series C 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 Fourth Amendment to the Limited Liability Company Agreement of Strategic Hotel Funding, L.L.C., dated as of May 17, 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/ Monte J. Huber  
Name: Monte J. Huber  
Title: Vice President and Controller

Date: May 17, 2006

**Exhibit Index**

- 10.1 Fourth Amendment to the Limited Liability Company Agreement of Strategic Hotel Funding, L.L.C., dated as of May 17, 2006.