

Sunstone Hotel Investors, Inc.  
Form 8-K  
February 01, 2013

**UNITED STATES**  
**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 28, 2013**

**Sunstone Hotel Investors, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

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(State or Other Jurisdiction of

(Commission File Number)

(I.R.S. Employer

Incorporation or Organization)

Identification Number)

**120 Vantis, Suite 350**

**Aliso Viejo, California**  
(Address of Principal Executive Offices)

**92656**  
(Zip Code)

**(949) 330-4000**

(Registrant's telephone number including area code)

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:

- .. 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 8.01 Other Events.  
Offering of Common Stock**

Sunstone Hotel Investors, Inc. (the Company) and Sunstone Hotel Partnership, LLC, its wholly owned subsidiary, entered into an underwriting agreement dated January 28, 2013 (the Underwriting Agreement) with Citigroup Global Markets Inc., the underwriter, to issue and sell 22,000,000 shares of the Company's common stock (the Shares). All Shares were offered by the Company and were sold under the Company's registration statement on Form S-3 (File No. 333-171712), as supplemented by the prospectus supplement filed on January 28, 2013 with the Securities and Exchange Commission. The Company granted to the underwriters an option to purchase up to 3,300,000 additional shares of the Company's common stock. The Underwriting Agreement is attached hereto as Exhibit 1.1.

Attached hereto as Exhibit 5.1 is the opinion of Venable LLP relating to the legality of the Shares.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 28, 2013.
5.1	Opinion of Venable LLP.
23.1	Consent of Venable LLP (included in Exhibit 5.1).
99.1	Information relating to Item 14 of the Registration Statement on Form S-3 (File No. 333-171712).

**SIGNATURE**

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 thereunto duly authorized.

**Sunstone Hotel Investors, Inc.**

Date: February 1, 2013

By: /s/ John v. Arabia  
John V. Arabia

Principal Financial Officer and Duly Authorized Officer