

Sunstone Hotel Investors, Inc.  
Form 8-K  
November 10, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): November 4, 2008

**Sunstone Hotel Investors, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction

**001-32319**  
(Commission

**20-1296886**  
(IRS Employer

of Incorporation)

File Number)

Identification No.)

**903 Calle Amanecer, Suite 100**

**San Clemente, California**  
(Address of Principal Executive Office)

**(949) 369-4000**

**92673**  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

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

## Edgar Filing: Sunstone Hotel Investors, Inc. - Form 8-K

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 5.05 AMENDMENTS TO THE REGISTRANT'S CODE OF ETHICS, OR WAIVER OF A PROVISION OF THE CODE OF ETHICS**

On November 4, 2008, the Board of Directors of Sunstone Hotel Investors, Inc. (the "Company") amended the Company's Code of Business Conduct and Ethics (the "Code") to improve access for concerned parties to report concerns and to reflect recommendations from the internal audit team. Significant changes to the Code include adding a specific policy on giving and receiving gifts and adding references to the Company's new Business Conduct and Ethics Line. The Code will become effective upon the implementation of the Business Conduct and Ethics Line, which is expected to occur by the end of November 2008. The Company's Code, as amended, is attached hereto as Exhibit 14.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
14.1	Code of Business Conduct and Ethics of Sunstone Hotel Investors, Inc., dated November 4, 2008

**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 hereunto duly authorized.

**Sunstone Hotel Investors, Inc.**

Date: November 10, 2008

By: /s/ Kenneth E. Cruse  
Kenneth E. Cruse  
Chief Financial Officer