

Sunstone Hotel Investors, Inc.  
Form 8-K  
May 04, 2012

**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): May 1, 2012**

**Sunstone Hotel Investors, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-32319**  
(Commission  
File Number)

**20-1296886**  
(I.R.S. Employer  
Identification Number)

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**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 5.07 Submission of Matters to a Vote of Security Holders**

On May 1, 2012, the Sunstone Hotel Investors, Inc. ( Sunstone or Company ) held its Annual Meeting of Stockholders. The matters on which the stockholders voted, in person or by proxy, and the results of such voting, were as follows:

- 1) Nomination and Election of Directors to serve until the next annual meeting and until their successors are elected and qualified:

Nominee	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Andrew Batinovich	106,701,051	501,649	0	5,584,708
Z. Jamie Behar	106,676,273	526,427	0	5,584,708
Kenneth E. Cruse	106,915,766	286,934	0	5,584,708
Thomas A. Lewis, Jr.	106,260,037	942,663	0	5,584,708
Keith M. Locker	106,916,907	285,793	0	5,584,708
Douglas M. Pasquale	106,659,264	543,436	0	5,584,708
Keith P. Russell	106,702,189	500,511	0	5,584,708
Lewis N. Wolff	106,038,478	1,164,222	0	5,584,708

- 2) Ratification of the appointment of Ernst & Young LLP to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

Votes For	Votes Against	Abstentions	Broker Non-Votes
111,982,322	746,020	59,066	0

- 3) Advisory vote on the compensation of Sunstone's named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
97,991,337	3,402,060	5,809,303	5,584,708

**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: May 4, 2012

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

**(Principal Financial Officer and Duly Authorized Officer)**