

STRATEGIC HOTELS & RESORTS, INC  
Form 8-K  
May 31, 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 30, 2006

**Strategic Hotels & Resorts, Inc.**

(Exact Name of Registrant as specified in its charter)

<b>Maryland</b>	<b>001-32223</b>	<b>33-1082757</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b><u>77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601</u></b>		

(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 30, 2006, Strategic Hotel Funding, L.L.C. ( OpCo ), the operating company of Strategic Hotels & Resorts, Inc. (the Company ) entered into the Revolving Loan Commitment Agreement (the Additional Loan Agreement ) with Citicorp North America, Inc. ( Citicorp ). The Additional Loan Agreement adds Citicorp as a new lender and extends the line of credit from \$125,000,000 to \$150,000,000 under the existing terms and conditions of that certain bank credit agreement that OpCo entered into on November 9, 2005 with a group of lenders led by Deutsche Bank Securities Inc. and Wachovia Capital Markets, LLC. Pursuant to the Additional Loan Agreement, Citicorp received an upfront fee of 0.20% of the additional loan commitment amount of \$25,000,000. The foregoing description is qualified in its entirety by reference to the Additional Loan Agreement, which will be attached as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 which the Company intends to file in August 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 31, 2006