

STRATEGIC HOTELS & RESORTS, INC  
Form DEFA14A  
May 22, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934, as amended**

Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

**Strategic Hotels & Resorts, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**COMPANY CONTACT:**

Ryan Bowie

Vice President and Treasurer

Strategic Hotels & Resorts

(312) 658-5766

**FOR IMMEDIATE RELEASE**

THURSDAY, MAY 21, 2009

**STRATEGIC HOTELS & RESORTS, INC. ANNUAL MEETING ADJOURNED TO PROVIDE**

**SHAREHOLDERS ADDITIONAL TIME TO VOTE IN LIGHT OF CHANGE IN**

**RECOMMENDATION OF RISKMETRICS GROUP**

*Alert states no significant concerns on shareholder rights plan*

**CHICAGO May 21, 2009 Strategic Hotels & Resorts, Inc. (NYSE: BEE)** announced that it adjourned its annual meeting of shareholders until June 5, 2009 in light of the proxy alert issued by RiskMetrics Group (RMG), formerly Institutional Shareholder Services (ISS), on May 20, 2009. RMG had originally recommended that shareholders withhold votes from all directors because the company did not submit its shareholder rights plan (the Rights Plan) to a shareholder vote. However, following discussions with the company, RMG issued an alert stating that it is not highlighting any significant concerns about the adoption of the Rights Plan by the company's board of directors. The alert further stated that RMG would have ordinarily recommended a vote FOR the directors. However, given the close proximity of the alert to the company's annual meeting . . . the issuance of the alert is for informational alert purposes only. In determining not to highlight any significant concerns about the board's adoption of the Rights Plan, RMG considered the following factors:

the initial term of the Rights Plan;

the company's governance structure and practices;

the company's track record of accountability to shareholders;

the date of the Rights Plan's adoption relative to the date of the next meeting of shareholders; and

the rationale of the board of directors in adopting the Rights Plan.

The meeting will be reconvened at the Fairmont Chicago Hotel, 200 N. Columbus Drive, Chicago, Illinois 60601 on Friday, June 5, 2009, at 10:00 a.m., Central Time. Shareholders needing assistance voting are

**-MORE-**

**Strategic Hotels & Resorts, Inc.**

**Add 1**

encouraged to contact MacKenzie Partners, Inc., the Company's proxy solicitor, toll-free at 1-800-322-2885.

**About the Company**

Strategic Hotels & Resorts, Inc. is a real estate investment trust which owns and provides value-enhancing asset management of high-end hotels and resorts in the United States, Mexico and Europe. The company currently has ownership interests in 19 properties with an aggregate of 8,358 rooms. For a list of current properties and for further information, please visit the company's website at <http://www.strategichotels.com>.

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