

HOST HOTELS & RESORTS, INC.  
Form 424B7  
March 08, 2013

Filed pursuant to Rule 424(b)(7)  
Registration No. 333-117229

**Prospectus Supplement to**

**Prospectus dated October 7, 2004**

## **HOST HOTELS & RESORTS, INC.**

### **11,798,762 Shares of Common Stock**

This prospectus supplement relates to 11,798,762 shares of our common stock that may be offered for resale by the persons or entities listed herein who are or may become stockholders of ours upon issuance of shares of common stock upon exchange of 3.25% Exchangeable Senior Debentures due April 15, 2024 of Host Hotels & Resorts, L.P. (of which we are the sole general partner and in which we own approximately 98.6% of the partnership interests). Host Hotels & Resorts, L.P. issued the debentures in a private offering on March 16, 2004. This prospectus supplement also relates to an indeterminate number of additional shares of our common stock that may be issued from time to time upon exchange of the debentures as a result of exchange rate adjustments under the terms of the debentures.

The selling stockholders named in this prospectus supplement, or in supplements hereto, may sell all or a portion of the common stock, from time to time, in market transactions, in negotiated transactions or otherwise, and at prices and on terms which will be determined by the then prevailing market price for our common stock or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. In addition, the selling stockholders may offer the common stock from time to time through ordinary brokerage transactions on the New York Stock Exchange. See Plan of Distribution in the prospectus dated October 7, 2004 for additional information on the methods of sale.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

No securities are being offered or sold by us pursuant to this prospectus supplement. We will not receive any of the proceeds from the sale of these shares by the selling stockholders.

Our common stock is traded on the New York Stock Exchange under the symbol HST. On March 7, 2013, the last reported sale price of our common stock was \$16.54 per share.

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Our principal executive offices are located at 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland, 20817. Our phone number is (240) 744-1000.

**Investing in the offered securities involves risks. See Risk Factors beginning on page 2 of the prospectus dated October 7, 2004.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the offered securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement March 8, 2013.

### SELLING STOCKHOLDERS

The table below supplements or amends the table of stockholders contained on pages 33 through 34 of the Prospectus dated October 7, 2004. Where the name of a selling stockholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that selling stockholder supersedes the information in the Prospectus. Currently there is outstanding \$175,000,000 aggregate principal amount of Host Hotels & Resorts, L.P. debentures. We may issue the offered shares of common stock to the selling stockholders if, and to the extent, that they exchange their debentures for shares of common stock. The following table provides information regarding the selling stockholders and the number of shares of common stock they are offering for resale.

The exchange rate on the debentures is subject to adjustment in certain events. Accordingly, the number of shares of common stock issuable upon the exchange of the debentures may increase or decrease from time to time.

Unless otherwise indicated in the footnotes below, we believe that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned. Because the selling stockholders may offer, pursuant to this prospectus, all or some portion of the common stock listed below, no estimate can be given as to the amount of common stock that will be held by the selling stockholder upon consummation of any sales. In addition, the selling stockholders listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from registration requirements of the Securities Act, some or all of their debentures or common stock since the date as of which such information was provided to us. The percentage ownership data is based on 726,697,966 shares of our common stock issued and outstanding as of February 21, 2013.

Unless otherwise set forth below, no selling stockholder has had any material relationship with us or any of our affiliates within the past three years, other than as a stockholder.

We have prepared the table based on information given to us by, or on behalf of, the selling stockholders on or before March 7, 2013. Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements or amendments to this prospectus if and when necessary.

| Name   | Number of Shares<br>Beneficially Owned<br>Before Offering<br>(1) | Number of Shares<br>Being Offered<br>for<br>Resale (2)(3) | Percentage of Common<br>Stock<br>Outstanding (4) |
|--|--|---|--|
| Absolute Strategies Fund - Forum Funds Trust   | 202,265  | 202,265   | *  |
| Advent Claymore Enhanced Growth & Income Fund (LCM) (6)                                  | 31,081   | 31,081  | *  |
| Advent Global Active Extension Fund (6)  | 26,969   | 26,969  | *  |
| Advent Global Phoenix Convertible Fund (6)   | 21,575   | 21,575  | *  |
| ADVENT GLBL CONV GM HOURLY (6)   | 71,130   | 71,130  | *  |
| ADVENT GLBL CONV GM SALARY (6)   | 41,127   | 41,127  | *  |
| Alabama Children's Hospital Foundation   | 6,742  | 6,742   | *  |
| Alcon Laboratories (6)   | 12,878   | 12,878  | *  |
| Alphas Managed Accounts Platform III Limited (7)   | 404,529  | 404,529   | *  |
| Altma Fund SICAV P.I.C. in respect of Advent Convertible Arbitrage Sub-Fund (INOCAP) (6) | 16,383   | 16,383  | *  |
| American Century Capital Portfolios, Inc. - Equity Income Fund (14)                      | 8,901,256  | 8,901,256   | 1.2%   |
|  | 4,787  | 4,787   | *  |

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American Century Capital Portfolios, Inc. - Market Neutral Value Fund (14)

|   |           |           |   |
|---|-----------|-----------|---|
| American Century Investments U.S. Value Yield Equity Trust (14)                               | 433,790   | 433,790   | * |
| Arkansas PERS (9)   | 146,305   | 146,305   | * |
| ATSF - Transamerica Convertible Securities  | 438,240   | 438,240   | * |
| Aventis Pension Master Trust  | 21,575    | 21,575    | * |
| AVK (Advent Claymore) Fund  | 117,988   | 117,988   | * |
| Bank of America Pension Trust   | 364,076   | 364,076   | * |
| Barclays Capital Inc. (24)  | 1,551     | 1,551     | * |
| Barclays Global Investors Diversified Alpha Plus Funds  | 51,915    | 51,915    | * |
| Barnet Partners Ltd.  | 941,204   | 941,204   | * |
| Basso Holdings Ltd.   | 270,900   | 270,900   | * |
| Bear Stearns  | 202,265   | 202,265   | * |
| BMW-Suzuka Annapurna (6)  | 36,542    | 36,542    | * |
| BNP Paribas Equity Strategies, SNC  | 251,347   | 251,347   | * |
| Boilermakers - Blacksmith Pension Trust   | 74,164    | 74,164    | * |
| British Virgin Islands Social Security Board (6)  | 8,293     | 8,293     | * |
| Calamos Growth & Income Fund - Calamos Investment Trust                                       | 4,045,290 | 4,045,290 | * |
| Calamos Growth & Income Portfolio - Calamos Advisors Trust                                    | 28,317    | 28,317    | * |
| Calamos Strategic Total Return Fund   | 293,284   | 293,284   | * |
| California Health Care Foundation (6)   | 29,733    | 29,733    | * |
| CC  | 235,975   | 235,975   | * |
| CC ARB SIF I, Ltd. (10)   | 31,014    | 31,014    | * |
| CC Arbitrage Ltd. (11)  | 178,532   | 178,532   | * |
| CEMEX Pension Plan  | 11,125    | 11,125    | * |
| CGNU Life Fund  | 84,277    | 84,277    | * |
| Citigroup Global Markets Inc.   | 691,070   | 691,070   | * |
| Citigroup Pension Plan  | 16,855    | 16,855    | * |
| City of Knoxville Pension System  | 11,462    | 11,462    | * |
| City of Sarasota Police Officers Pension Plan (6)   | 944       | 944       | * |
| CNH   | 33,711    | 33,711    | * |
| Commercial Union Life Fund  | 104,503   | 104,503   | * |
| Convertible Securities Fund   | 5,394     | 5,394     | * |
| CooperNeff Convertible Strategies (Cayman) Master Fund, LP                                    | 210,827   | 210,827   | * |
| Credit Suisse Securities (USA) LLC  | 168,554   | 168,554   | * |
| CSS, LLC (27)   | 337,108   | 337,108   | * |
| DBX Convertible Arbitrage 14 Fund (20)  | 32,699    | 32,699    | * |
| D.E. Shaw/Valence Portfolios, L.L.C.  | 3,067,678 | 3,067,678 | * |
| Deep Rocks & Co.  | 256,202   | 256,202   | * |
| Delta Airlines Master Trust   | 95,401    | 95,401    | * |
| Delta Pilots Disability and Survivorship Trust  | 15,170    | 15,170    | * |
| Deutsche Bank Securities Inc. (25)  | 1,685,538 | 1,685,538 | * |
| DKR SoundShore Strategic Holding Fund Ltd.  | 134,843   | 134,843   | * |
| Domestic & Foreign Missionary Society DFMS (6)  | 3,438     | 3,438     | * |
| Dorincin Reinsurance Company  | 67,422    | 67,422    | * |
| Ellington Overseas Partners, Ltd  | 674,215   | 674,215   | * |
| Employers Mutual Casualty Company Value Yield (14)  | 131,809   | 131,809   | * |
| Equity Overlay Fund   | 229,233   | 229,233   | * |
| Ferox BF Limited (7)  | 134,843   | 134,843   | * |
| Florida Power & Light   | 136,326   | 136,326   | * |
| Forest Fulcrum Fund LP  | 48,274    | 48,274    | * |
| Forest Global Convertible Fund, Ltd., Class A-5   | 558,722   | 558,722   | * |
| Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio   | 20,024    | 20,024    | * |
| FrontPoint  | 202,265   | 202,265   | * |
| Geode U.S. Convertible Arbitrage Fund, a segregated account of Geode Capital Master Fund Ltd. | 202,265   | 202,265   | * |
| Georgetown University   | 3,978     | 3,978     | * |
| GMIMCO Trust  | 202,265   | 202,265   | * |
| Goldman Sachs & Co.   | 426,239   | 426,239   | * |
| Grace   | 303,397   | 303,397   | * |

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|   |           |           |   |
|---|-----------|-----------|---|
| Grady Hospital Foundation                                     | 12,743    | 12,743    | * |
| Guggenheim Portfolio Company XXXI, LLC                        | 449,027   | 449,027   | * |
| HFR CA Global Opportunity Master Trust                        | 147,855   | 147,855   | * |
| HFR CA Lazard Rathmore Master Trust (20)                      | 28,654    | 28,654    | * |
| HFR CA Opportunity Master Trust                               | 21,575    | 21,575    | * |
| HFR CA Select Fund  | 67,422    | 67,422    | * |
| HFR RVA Combined Master Trust (18)                            | 129,719   | 129,719   | * |
| HFR RVA Select Performance                                    | 62,365    | 62,365    | * |
| Highbridge International LLC (12)                             | 925,302   | 842,769   | * |
| Highmark Limited (20)   | 40,790    | 40,790    | * |
| Hollowbattle  | 123,718   | 123,718   | * |
| IAM Mini-Fund 14 Limited (17)                                 | 137,675   | 137,675   | * |
| IAM Mini-Fund 19 Limited (20)                                 | 15,979    | 15,979    | * |
| IDEX - Transamerica Convertible Securities Fund               | 269,686   | 269,686   | * |
| Independence Blue Cross (6)                                   | 31,756    | 31,756    | * |
| Indiana Lumbermens Mutual Insurance Company (6)               | 1,955     | 1,955     | * |
| Institutional Benchmark Series Ltd.                           | 40,925    | 40,925    | * |
| Institutional Benchmarks                                      | 134,843   | 134,843   | * |
| Institutional c/o Quattro                                     | 45,510    | 45,510    | * |
| Investcorp Silverback Arbitrage Master Fund Limited (22)      | 438,240   | 438,240   | * |
| J.P. Morgan Securities Inc.                                   | 144,012   | 144,012   | * |
| Jefferies & Company, Inc. (23)                                | 202       | 202       | * |
| JMG Capital Partners, LP                                      | 134,843   | 134,843   | * |
| JMG Triton Offshore, Ltd.                                     | 134,843   | 134,843   | * |
| John Deere Pension Trust                                      | 289,912   | 289,912   | * |
| KBC Convertibles MAC28 Limited                                | 202,265   | 202,265   | * |
| KBC Diversified Fund  | 404,529   | 404,529   | * |
| KBC Financial Products USA Inc.                               | 977,612   | 977,612   | * |
| Knoxville Utilities Board Retirement System                   | 11,125    | 11,125    | * |
| Lazard Asset Management                                       | 101,132   | 101,132   | * |
| Lazard Rathmore Master Fund LP (20)                           | 155,407   | 155,407   | * |
| LDG   | 10,585    | 10,585    | * |
| Lexington   | 2,360     | 2,360     | * |
| LGT MM CONV BOND FUND CH0638-G (6)                            | 26,969    | 26,969    | * |
| LLT Limited   | 35,531    | 35,531    | * |
| LMA SPC for and on behalf of Map 99 Segregated Portfolio (20) | 40,790    | 40,790    | * |
| Louisiana CCRF  | 22,249    | 22,249    | * |
| Lyxor/Convertible Arbitrage Fund Limited                      | 43,015    | 43,015    | * |
| Lyxor/Forest Fund Limited                                     | 966,015   | 966,015   | * |
| Lyxor/Lazard Rathmore Fund Limited (20)                       | 81,917    | 81,917    | * |
| Lyxor/Mohican Convertible Arbitrage Fund Limited              | 269,686   | 269,686   | * |
| Lyxor/Zola  | 16,855    | 16,855    | * |
| MABSTOA (6)   | 8,630     | 8,630     | * |
| Macomb County Employees Retirement System                     | 25,283    | 25,283    | * |
| Matrix Lazard Opportunities Fund (20)                         | 8,293     | 8,293     | * |
| Maryland State Retirement and Pension System (6)              | 7,484     | 7,484     | * |
| McMahan   | 67,422    | 67,422    | * |
| Melody  | 53,937    | 53,937    | * |
| MFS Total Return Fund A Series of MFS Series Trust IV         | 256,202   | 256,202   | * |
| MFS V   | 391,045   | 391,045   | * |
| Mohican VCA Master Fund Ltd.                                  | 235,975   | 235,975   | * |
| Morgan Stanley & Co International PLC (19)                    | 178,600   | 178,600   | * |
| Morgan Stanley Convertible Securities Trust                   | 168,554   | 168,554   | * |
| Nations Convertible Securities Fund                           | 1,148,862 | 1,148,862 | * |
| New York City Employees Retirement System (6)                 | 104,301   | 104,301   | * |
| New York City Fire Department Pension Fund (6)                | 16,518    | 16,518    | * |
| New York City MTA (6)   | 17,462    | 17,462    | * |
| New York City Police Pension Fund (6)                         | 34,722    | 34,722    | * |
| New York City Teachers Retirement System                      | 14,563    | 14,563    | * |
| New York City Teachers Retirement System Global (6)           | 18,541    | 18,541    | * |
| Nextera Energy (6)  | 57,848    | 57,848    | * |
| Nomura Securities International (21)                          | 98,570    | 98,570    | * |

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|  |           |           |   |
|--|-----------|-----------|---|
| Northern Income Equity Fund  | 33,711    | 33,711    | * |
| Norwich Union Life & Pensions  | 148,327   | 148,327   | * |
| Oakwood Assurance Company Ltd.   | 2,360     | 2,360     | * |
| Oakwood Healthcare Inc. Pension  | 12,540    | 12,540    | * |
| Oakwood Healthcare Inc. - OHP  | 674       | 674       | * |
| Oakwood Healthcare Inc. Endowment / A&D  | 337       | 337       | * |
| Oakwood Healthcare Inc. Funded Depreciation  | 3,371     | 3,371     | * |
| Oakwood Healthcare Inc. Professional Liability   | 539       | 539       | * |
| Oakwood Healthcare Inc. Working Capital  | 1,686     | 1,686     | * |
| Occidental Petroleum Corporation (6)   | 17,597    | 17,597    | * |
| Old Lane Cayman Master Fund LP   | 466,017   | 466,017   | * |
| Old Lane HMA Master Fund LP  | 160,059   | 160,059   | * |
| Old Lane U.S. Master Fund LP   | 402,102   | 402,102   | * |
| Oppenheimer Convertible Securities Fund  | 337,108   | 337,108   | * |
| Oyster Global Convertibles (6)   | 84,749    | 84,749    | * |
| Palm Bay P&F CU (6)  | 1,753     | 1,753     | * |
| Palm Bay Police & Firefighters Pension Fund (9)  | 1,281     | 1,281     | * |
| Partners Group Alternative Strategies PCC Limited Gold Zeta Delta  | 23,395    | 23,395    | * |
| Peoples Benefit Life Insurance Company Teamsters   | 1,668,682 | 1,668,682 | * |
| Pensacola City of Fire CU (6)  | 1,011     | 1,011     | * |
| PIMCO Convertible Fund   | 25,283    | 25,283    | * |
| Polaris Vega Fund L.P.   | 273,057   | 273,057   | * |
| Port Authority of Allegheny County Consolidated Trust Fund   | 3,708     | 3,708     | * |
| Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union | 20,226    | 20,226    | * |
| Pro Mutual (6)   | 37,621    | 37,621    | * |
| Quintessence Fund LP (26)  | 387,134   | 387,134   | * |
| QVT Fund IV LP (26)  | 425,160   | 425,160   | * |
| QVT Fund V LP (26)   | 2,622,831 | 2,622,831 | * |
| Radian Asset Assurance (8)   | 80,906    | 80,906    | * |
| Radian Guaranty (8)  | 16,855    | 16,855    | * |
| Redbourn Partners Ltd  | 168,554   | 168,554   | * |
| Redbrick Capital Master Fund, LTD  | 674,215   | 674,215   | * |
| Retail Clerks Pension Trust I  | 188,780   | 188,780   | * |
| Retail Clerks Pension Trust II   | 232,604   | 232,604   | * |
| Rhythm Fund, Ltd.  | 404,529   | 404,529   | * |
| RMF Umbrella SICAV   | 1,686     | 1,686     | * |
| S.A.C. Arbitrage Fund, LLC (13)  | 1,646,500 | 1,646,500 | * |
| San Diego  | 202,265   | 202,265   | * |
| San Francisco City and County ERS (6)  | 48,678    | 48,678    | * |
| Sarasota Police Officers Pension Fund (9)  | 1,686     | 1,686     | * |
| SCI Endowment Care Common Trust Fund - Regions Bank  | 6,742     | 6,742     | * |
| SCI Endowment Care Common Trust Fund - SunTrust Bank   | 3,708     | 3,708     | * |
| SCI Endowment Care Common Trust Fund - US Bank, N.A.   | 1,686     | 1,686     | * |
| Seattle City Employee Retirement System  | 1,686     | 1,686     | * |
| SG Americas Securities, LLC  | 343,513   | 343,513   | * |
| Singlehedge US Convertible Arbitrage Fund  | 66,680    | 66,680    | * |
| Sphinx Convertible Arbitrage SPC   | 43,285    | 43,285    | * |
| Sphinx Fund  | 7,214     | 7,214     | * |
| St. Albans Partners Ltd.   | 539,372   | 539,372   | * |
| St. Lucie County Fire District Firefighters Pension Trust Fund (9)   | 4,045     | 4,045     | * |
| St. Lucie County Fire Pension (6)  | 2,495     | 2,495     | * |
| St. Paul Travelers Companies, Inc.--Commercial Lines   | 57,376    | 57,376    | * |
| State of Alaska Retirement and Benefit Plan (6)  | 36,071    | 36,071    | * |
| Stonebridge Life Insurance   | 67,422    | 67,422    | * |
| Sturgeon Limited   | 51,780    | 51,780    | * |
| Sunrise Partners Limited Partnership   | 732,412   | 569,712   | * |
| T. Rowe Price Associates, Inc. as investment adviser on behalf of  |           |           |   |
| ING Investors Trust  | 852,208   | 852,208   | * |
|  | 381,606   | 381,606   | * |

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|   |           |            |   |
|---|-----------|------------|---|
| T. Rowe Price Associates, Inc. as investment adviser on behalf of Penn Series Funds, Inc.                                   |           |            |   |
| T. Rowe Price Associates, Inc. as investment adviser on behalf of   |           |            |   |
| T. Rowe Price Capital Appreciation Fund, Inc.   | 2,069,840 | 2,069,840  | * |
| Tamalpais Asset Management  | 505,661   | 505,661    | * |
| TD Securities (USA) LLC   | 337,108   | 337,108    | * |
| Teachers Retirement System for the City of New York (6)   | 41,329    | 41,329     | * |
| Teachers Retirement System of the City of New York (6)  | 51,105    | 51,105     | * |
| The Advent Convertible Arbitrage Fund, Cayman Fund II (6)   | 127,022   | 127,022    | * |
| The Advent Convertible Arbitrage Master Fund (6)  | 379,650   | 379,650    | * |
| The City University of New York   | 3,371     | 3,371      | * |
| The Cockrell Foundation   | 5,731     | 5,731      | * |
| The Dow Chemical Company Employees Retirement Plan  | 114,617   | 114,617    | * |
| The LCM Convertible Securities Fund   | 117,988   | 117,988    | * |
| The Omidyar Network Fund, Inc. (9)  | 17,192    | 17,192     | * |
| The Police and Fire Retirement System of the City of Detroit (6)  | 17,058    | 17,058     | * |
| Transamerica Accidental Life  | 67,422    | 67,422     | * |
| Transamerica Life Insurance and Annuities Corp  | 404,529   | 404,529    | * |
| Trustmark Insurance Company (6)   | 13,821    | 13,821     | * |
| UBS Securities LLC  | 1,348,430 | 1,348,430  | * |
| Union Bank (8)  | 30,340    | 30,340     | * |
| Union Carbide Retirement Account  | 33,711    | 33,711     | * |
| Union Pacific Master Retirement Trust   | 134,843   | 134,843    | * |
| United Food and Commercial Workers Local 1262 and Employers Pension Fund  | 6,068     | 6,068      | * |
| Univar USA Inc.   | 26,969    | 26,969     | * |
| US Bank FBO Essentia Health System  | 16,518    | 16,518     | * |
| Van Kampen Harbor Fund  | 222,491   | 222,491    | * |
| Virginia Retirement System (6)  | 35,464    | 35,464     | * |
| Whitebox Concentrated Convertible Arbitrage Partners, LP (15)   | 1,128,906 | 1,128,906  | * |
| Whitebox Multi-Strategy Partners, LP (16)   | 1,486,846 | 1,486,846  | * |
| Xavex Convertible Arbitrage 4 Fund  | 11,934    | 11,934     | * |
| Xavex Convertible Arbitrage 7 Fund  | 30,340    | 30,340     | * |
| Yield Strategies Fund I, L.P.   | 815,800   | 815,800    | * |
| Yield Strategies Fund II, L.P.  | 512,403   | 512,403    | * |
| Zola  | 16,855    | 16,855     | * |
| Zurich c/o TQA  | 21,845    | 21,845     | * |
| Zurich Institutional Benchmarks Master Fund Ltd.  | 60,410    | 60,410     | * |
| Unnamed stockholders or any future transferees, pledgees, donees or successors of or from any such unnamed stockholders (5) |           |            | * |
| Total (3)   |           | 62,358,752 |   |

We have ongoing relationships with certain of these selling stockholders or their affiliates including through their participation as lenders under our amended and restated credit facility; their provision of commercial banking services, including mortgage loans and the provision of cash management services; their participation with us in interest swap agreements and other hedging instruments; or through their acting as underwriters for issuances of our senior notes and equity securities.

\* Less than one percent of the common stock outstanding, as applicable.

- (1) Includes shares of common stock issuable upon the exchange of debentures assuming an exchange rate of 67.4215 common shares for each \$1,000 principal amount of debentures and a cash payment in lieu of any fractional shares. The exchange rate is subject to adjustment pursuant to the terms of the debentures.
- (2) Assumes the selling stockholder sells all of the common stock being offered by this prospectus.
- (3) Amounts are in excess of the total amount registered due to sales or transfers of debentures or common stock by selling stockholders since the date as of which information was provided to us.
- (4) Calculated based on Rule 13d-3(d)(i) under the Securities Exchange Act of 1934, as amended, using 726,697,966 shares outstanding on February 21, 2013. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon exchange of the holder's debentures. However, we did not assume exchange of any of other holder's debentures.
- (5) We will identify additional selling stockholders, if any, by prospectus supplement or post-effective amendment before they offer or sell their securities.
- (6)

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Advent Capital Management, LLC ( Advent ), an investment advisor that is registered under the Investment Advisors Act of 1940, furnishes investment advice to and manages onshore and offshore investment funds and to separate managed accounts (such investment funds and accounts, the Funds ). In its role as investment advisor, or manager, Advent possesses voting and/or investment power over the securities of the Issuer described in this schedule that are owned by the Funds. All securities reported in this schedule are owned by the Funds. Advent disclaims beneficial ownership of such securities.

- (7) Alex Warren, as Portfolio Manager of the selling stockholder, has the power to direct the voting and disposition of the securities held by the selling stockholder.
- (8) Lord, Abnett & Co. LLC, is the investment advisor ( Advisor ) of the selling securityholders and has voting and dispositive power over the securities held by the selling securityholders. Adrian Rocco, a supervisor for the Advisor, or his designees, have the power to direct the voting and disposition of the securities held by the securityholders.
- (9) Ravi Malik, Portfolio Manager for SSI Investment Management, has the power to direct the voting and disposition of the securities managed by SSI Investment Management.
- (10) Castle Creek Arbitrage LLC (the Advisor ), is the investment manager of CC ARB SIF I, Ltd. (the Fund ) and has sole voting and dispositive power over the securities held by the Fund . Mr. Allan Weine, Managing Member of the Advisor, has the authority to direct the voting and disposition of securities held by the Fund. The Advisor and Mr. Weine each disclaim beneficial ownership over securities held by the Fund, except to the extent of any indirect ownership interest resulting from an economic participation in the Fund.
- (11) Castle Creek Arbitrage LLC (the Advisor ), is the investment manager of CC Arbitrage Ltd. (the Fund ) and has sole voting and dispositive power over the securities held by the Fund. Mr. Allan Weine, Managing Member of the Advisor, has the authority to direct the voting and disposition of securities held by the Fund. The Advisor and Mr. Weine each disclaim beneficial ownership over securities held by the Fund, except to the extent of any indirect ownership interest resulting from an economic participation in the Fund.
- (12) Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and has voting and dispositive power over the shares beneficially owned by Highbridge International LLC. Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC and has voting control and investment discretion over the securities held by Highbridge International LLC. Each of Highbridge Capital Management, LLC and Glenn Dubin disclaims beneficial ownership of the shares of Common Stock held by Highbridge International LLC.
- (13) Pursuant to an investment management agreement. S.A.C. Capital Advisors, L P., a Delaware limited partnership ( SAC Capital Advisors LP ) maintains investment and voting power with respect to the securities held by S.A.C. Arbitrage Fund, LLC. Mr. Steven A. Cohen controls SAC Capital Advisors LP. Each of SAC Capital Advisors LP and Mr. Cohen disclaim beneficial ownership of any of the securities covered by this questionnaire.
- (14) American Century Investment Management, Inc. (the Advisor ) is the investment manager of each of American Century Capital Portfolios, Inc. Equity Income Fund, American Century Capital Portfolios, Inc. Market Neutral Value Fund and American Century Investments U.S. Value Yield Equity Trust (the Funds ) and has sole voting and dispositive power over the securities held by the Funds. Mr. Philip N. Davidson, Managing Member of the Advisor, and Mr. Michael Liss and Mr. Kevin Toney, Portfolio Managers of each of the Funds, has or shares the authority to direct the voting and disposition of securities held by the Funds. The Advisor, Messrs. Davidson, Liss and Toney each disclaim beneficial ownership over securities held by the Funds, except to the extent of any indirect ownership interest resulting from an economic participation in the Funds.
- (15) Whitebox Concentrated Convertible Arbitrage Advisors, LLC ( WCCAA ) is the general partner of Whitebox Concentrated Convertible Arbitrage Partners, LP ( WCCAP ). Whitebox Advisors, LLC ( WA ) is the investment advisor to WCCAA and Andrew Redleaf is the managing member of WA and has the power to direct the disposition and voting of the securities held by the security holders. WA, WCCAA, WCCAP and Andrew Redleaf each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (16) Whitebox Multi-Strategy Advisors, LLC ( WMSA ) is the general partner of Whitebox Multi-Strategy Partners, LP ( WMSP ). Whitebox Advisors, LLC ( WA ) is the investment advisor to WMSA and Andrew Redleaf is the managing member of WA and has the power to direct the disposition and voting of the securities held by the security holders. WA, WMSA, WMSP and Andrew Redleaf each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (17) Whitebox Advisors, LLC ( WA ) is the investment manager to IAM Mini-Fund 14 Limited ( IAM ) and Andrew Redleaf is the managing member of WA and has the power to direct the disposition and voting of the securities held by the security holder. WA, IAM and Andrew Redleaf each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (18) Whitebox Advisors, LLC ( WA ) is the investment manager to HFR RVA Combined Master Trust ( HFR ) and Andrew Redleaf is the managing member of WA and has the power to direct the disposition and voting of the securities held by the security holder. WA, HFR and Andrew Redleaf each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (19) Morgan Stanley & Co International PLC has voting and dispositive power over the securities held. Christopher Good, a supervisor for Morgan Stanley & Co International PLC, or his designees, have the power to direct the voting and disposition of the securities held.
- (20) Lazard Asset Management LLC manages the securities for the selling stock holder. Sean Reynolds, Portfolio Manager for Lazard Asset Management LLC, has the power to direct the voting and disposition of the securities managed by Lazard Asset Management LLC.
- (21) Robert E. Thebault, Executive Director for Nomura Securities International, has the power to direct the voting and disposition of the securities managed by Nomura Securities International.
- (22) Silverback Asset Management, LLC is the sub-advisor ( Sub-Advisor ) of the selling securityholder and has voting and dispositive power over the securities held by the selling securityholder. Elliot Bossen, Chief Investment Officer for the Sub-Advisor, or his designees have the power to direct the voting and disposition of the securities held by the selling securityholder.
- (23) Harli Karakis has sole voting and dispositive power over the securities held by Jefferies & Company, Inc.
- (24)



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Barclays Capital Inc., a Connecticut corporation ( BCI ), has investment and voting power with respect to the shares of Issuer s common stock (the Shares ). Mr. Spencer Kornreich, Vice President, has the authority to direct the voting and disposition of the Shares on behalf of BCI. Mr. Spencer Kornreich disclaims personal beneficial ownership of any of the Shares.

- (25) Deutsche Bank Securities Inc., acts as agent for Structured Finance Americas LLC, a wholly-owned subsidiary of Deutsche Bank AG. Any two officers of Structured Finance Americas LLC - Satish Ramakrishna, John Arnone, Peter E. (Ned) Kelly, Bernard Abdo, John Cipriani, Joseph V. O Connor, Mark Quaglia, Jill Rathjen, Joseph J. Rice, John Vergel de Diois, Anjali Thadani, Sonja K. Olsen and Sandra L. West - acting jointly, or their designees, have voting control and investment discretion over the securities on behalf of Structured Finance Americas LLC.
- (26) Management of QVT Fund IV LP, QVT Fund V LP and Quintessence Fund LP is vested in their general partner, QVT Associates GP LLC, which may be deemed to beneficially own the securities held by QVT Fund IV LP, QVT Fund V LP and Quintessence Fund LP. QVT Financial LP is the investment manager of QVT Fund IV LP, QVT Fund V LP and Quintessence Fund LP and shares voting and investment control over the securities held by QVT Fund IV LP, QVT Fund V LP and Quintessence Fund LP. QVT Financial GP LLC is the general partner of QVT Financial LP and as such has complete discretion in the management and control of the business affairs of QVT Financial LP. The managing members of each of QVT Financial GP LLC and QVT Associates GP LLC are Daniel Gold, Nicholas Brumm, Arthur Chu and Tracy Fu. Each of QVT Financial LP, QVT Financial GP LLC, Daniel Gold, Nicholas Brumm, Arthur Chu and Tracy Fu disclaims beneficial ownership of the securities held by QVT Fund IV LP, QVT Fund V LP and Quintessence Fund LP.
- (27) Clay Struve, Nick Schoewe, Brian Bentley and Michael B. Moran have or share the power to direct the voting and disposition of the securities held by CSS, LLC.