

Sunstone Hotel Investors, Inc.
Form 8-K
October 27, 2005

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): October 26, 2005

Sunstone Hotel Investors, Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction)

of Incorporation)

903 Calle Amanecer, Suite 100

San Clemente, California
(Address of Principal Executive Office)

001-32319
(Commission)

File Number)

(949) 369-4000

20-1296886
(IRS Employer)

Identification No.)

92673
(Zip Code)

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(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 (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 8.01 OTHER EVENTS.

In connection with our Registration Statement on Form S-3, which is being filed simultaneously with or immediately after this Form 8-K, for the offering for resale from time to time of up to 8,642,927 shares of common stock and 4,102,564 shares of series C cumulative convertible redeemable preferred stock, and for purposes of incorporation by reference therein, Sunstone Hotel Investors, Inc., (the Registrant) has filed herewith as Exhibit 99.1 to this Form 8-K the Financial Statements and Supplementary Data.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d)

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 23.3 | Consent of KPMG LLP |
| 99.1 | Financial Statements and Supplementary Data |

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: October 26, 2005

By: /s/ JON D. KLINE
Jon D. Kline

Executive Vice President and

Chief Financial Officer

EXHIBIT INDEX

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