

STRATEGIC HOTELS & RESORTS, INC
Form SC 13G
February 10, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

STRATEGIC HOTELS & RESORTS, INC.
(Name of Issuer)

Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share
Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share
Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share
(Title of Class of Securities)

Series A: 86272T304
Series B: 86272T403
Series C: 86272T502
(CUSIP Number)

December 31, 2011
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
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86272T502

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1. Names of Reporting Persons

HALCYON ASSET MANAGEMENT LLC

2. Check the Appropriate Box If a Member of a Group (See Instructions)

- a.
- b.

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 1,115,457 ¹
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 1,115,457 ¹
	8.	Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,115,457¹

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

9.62%

12. Type of Reporting Person (See Instructions)

IA

¹ The shares described herein are held as follows: 401,926 Series A Shares, 336,992 Series B Shares, and 376,539 Series C Shares (each as defined herein).

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1. Names of Reporting Persons

HALCYON OFFSHORE ASSET MANAGEMENT LLC

2. Check the Appropriate Box If a Member of a Group (See Instructions)

- a.
- b.

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 1,115,457 ₂
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 1,115,457 ₂
	8.	Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,115,457₂

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

9.62%

12. Type of Reporting Person (See Instructions)

IA

² The shares described herein are held as follows: 401,926 Series A Shares, 336,992 Series B Shares, and 376,539 Series C Shares (each as defined herein).

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Item 1(a). Name of Issuer:

Strategic Hotels & Resorts, Inc. (the "Issuer").

Item 1(b). Address of the Issuer's Principal Executive Offices:

200 West Madison Street, Suite 1700
Chicago, Illinois 60606

Item 2(a). Name of Person Filing

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Halcyon Asset Management LLC; and
- ii) Halcyon Offshore Asset Management LLC.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is
477 Madison Avenue, New York, NY 10022.

Item 2(c). Citizenship:

- i) Halcyon Asset Management LLC is a Delaware limited liability company; and
- ii) Halcyon Offshore Asset Management LLC is a Delaware limited liability company.

Item 2(d). Title of Class of Securities:

Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share
("Series A Shares").
Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share
("Series B Shares").
Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share
("Series C Shares", and together with Series A Shares and Series B Shares, the
"Shares").

Item 2(e). CUSIP Number:

Series A: 86272T304

Series B: 86272T403

Series C: 86272T502

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F);
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 1,115,457 Shares, which consist of 401,926 Series A Shares, 336,992 Series B Shares, and 376,539 Series C Shares.

Item 4(b). Percent of Class:

As of December 20, 2011, the number of Shares outstanding was 11,591,243 according to the Issuer's Schedule TO filed on December 20, 2011. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of approximately 9.62% of the total number of Shares outstanding.

Item 4(c). Number of shares as to which such person has:

Halcyon Asset Management LLC

(i)	Sole power to vote or direct the vote	1,115,457
(ii)	Shared power to vote or to direct the vote	0

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(iii)	Sole power to dispose or to direct the disposition of	1,115,457
(iv)	Shared power to dispose or to direct the disposition of	0

Halcyon Offshore Asset Management LLC

(i)	Sole power to vote or direct the vote	1,115,457
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	1,115,457
(iv)	Shared power to dispose or to direct the disposition of	0

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Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

The Reporting Persons listed in Item 2(a), both of which are registered as investment advisers under Section 203 of the Investment Advisers Act of 1940, may be deemed to be a group. The Reporting Persons share common ownership and management.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 9, 2012

HALCYON ASSET MANAGEMENT LLC

By: /s/ Thomas Hirschfeld
Name: Thomas Hirschfeld
Title: Chief Operating Officer

Date: February 9, 2012

HALCYON OFFSHORE ASSET
MANAGEMENT LLC

By: /s/ Thomas Hirschfeld
Name: Thomas Hirschfeld
Title: Chief Operating Officer

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EXHIBIT INDEX

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- | | | |
|----|---|----|
| A. | Joint Filing Agreement, dated as of February 9, 2012, by and among Halcyon Asset Management LLC and Halcyon Offshore Asset Management LLC | 13 |
|----|---|----|
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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share, and Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of Strategic Hotels & Resorts, Inc. dated as of February 9, 2012, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Date: February 9, 2012

HALCYON ASSET MANAGEMENT LLC

By: /s/ Thomas Hirschfeld
Name: Thomas Hirschfeld
Title: Chief Operating Officer

Date: February 9, 2012

HALCYON OFFSHORE ASSET
MANAGEMENT LLC

By: /s/ Thomas Hirschfeld
Name: Thomas Hirschfeld
Title: Chief Operating Officer