

STRATEGIC HOTELS & RESORTS, INC
Form DEFA14A
April 10, 2015

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

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 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:

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

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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:

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

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 21, 2015.**

Meeting Information

STRATEGIC HOTELS & RESORTS, INC.

Meeting Type: Annual Meeting

For holders as of: March 16, 2015

200 W. MADISON STREET

SUITE 1700

CHICAGO, IL 60606

Date: May 21, 2015 **Time:** 10:00 A.M. Central
Time

Location: InterContinental Chicago Magnificent
Mile
505 North Michigan Avenue
Chicago, IL 60611

Directions to the InterContinental Chicago
Magnificent Mile may be found at
<http://www.icchicagohotel.com/Map-Directions/>

You are receiving this notice because you held
shares in the above-named company as of the close
of business on March 16, 2015.

This is not a ballot. You cannot use this notice to
vote these shares. This notice presents only an
overview of the more complete proxy materials that
are available to you on the Internet. You may view
the proxy materials online at www.proxyvote.com or
easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT 2014 ANNUAL REPORT WITH 10-K WRAP

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 7, 2015 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting

Edgar Filing: STRATEGIC HOTELS & RESORTS, INC - Form DEFA14A

materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To authorize a proxy to vote by Internet, go to *www.proxyvote.com*. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 20, 2015. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Phone: To authorize a proxy to vote by telephone, go to *www.proxyvote.com*. Use the telephone number provided on the website to vote.

Vote By Mail: You can authorize a proxy to vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

Proposal 1 - ELECTION OF DIRECTORS

The Board of Directors recommends a vote FOR all nominees:

Nominees:

- | | |
|-----------------------------|----------------------------|
| 01) Robert P. Bowen | 06) Sir David M.C. Michels |
| 02) Raymond L. Gellein, Jr. | 07) William A. Prezant |
| 03) James A. Jeffs | 08) Eugene F. Reilly |
| 04) David W. Johnson | 09) Sheli Z. Rosenberg |
| 05) Richard D. Kincaid | |

Proposal 2 - APPROVAL ON AN ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DESCRIBED IN OUR PROXY STATEMENT FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS.

The Board of Directors recommends a vote FOR approval on an advisory basis of the compensation of our named executive officers as described in our proxy statement for the 2015 Annual Meeting of Stockholders.

Proposal 3 - RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

The Board of Directors recommends a vote FOR ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.

Proposal 4 - NON-BINDING STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING.

The Board of Directors recommends a vote AGAINST the non-binding stockholder proposal, if properly presented at the meeting.

Proposal 5 - TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

