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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): March 12, 2021**

**Sunstone Hotel Investors, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-32319**  
(Commission File Number)

**20-1296886**  
(I.R.S. Employer  
Identification Number)

**200 Spectrum Center Drive, 21<sup>st</sup> Floor**  
**Irvine, California**  
(Address of Principal Executive Offices)

**92618**  
(Zip Code)

**(949) 330-4000**  
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.01 par value	SHO	New York Stock Exchange
Series E Cumulative Redeemable Preferred Stock, \$0.01 par value	SHO.PRE	New York Stock Exchange
Series F Cumulative Redeemable Preferred Stock, \$0.01 par value	SHO.PRF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Directors.**

On March 12, 2021, Mr. Keith P. Russell and Mr. Thomas A. Lewis expressed their intention to not stand for re-election to the Board of Directors (the “Board”) of Sunstone Hotel Investors, Inc. (the “Company”) at the 2021 Annual Meeting of Stockholders (the “2021 Annual Meeting”) of the Company. Their terms will therefore end at the conclusion of the 2021 Annual Meeting. Mr. Russell’s retirement comes after 17 years of distinguished service to the Company, having joined the Company’s Board in 2004. Mr. Lewis’s retirement comes after 15 years of distinguished service to the Company, having joined the Company’s Board in 2006. Both Messrs. Russell and Lewis confirmed to the Board that their determination to not stand for re-election is not the result of any disagreement with the Company relating to its operations, policies or practices.

On March 15, 2021, the Company announced that the Board intends to nominate Ms. Kristina M. Leslie and Ms. Verett Mims for election as members of the Board at the 2021 Annual Meeting. The Board has not yet determined to which committees of the Board Ms. Leslie and Ms. Mims will be appointed.

There are no arrangements or understandings between Ms. Leslie or Ms. Mims and any other person(s) pursuant to which either was nominated for election as a director, and the Company has not entered into, nor has any currently proposed plans to enter into, any transactions in which Ms. Leslie or Ms. Mims has or will have a direct or indirect material interest. In addition, there are no family relationships between Ms. Leslie or Ms. Mims and any other director or executive officer of the Company.

A copy of the press release announcing Messrs. Russell and Lewis’ retirement and Ms. Leslie and Ms. Mims’ nomination is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated March 15, 2021.</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

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**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 thereunto duly authorized.

**Sunstone Hotel Investors, Inc.**

Date: March 15, 2021

By: \_\_\_\_\_  
/s/ Bryan A. Giglia  
**Bryan A. Giglia**  
**Principal Financial Officer and Duly Authorized Officer**

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# SUNSTONE

HOTEL INVESTORS

For Additional Information:

Bryan Giglia  
Sunstone Hotel Investors, Inc.  
(949) 382-3036

Aaron Reyes  
Sunstone Hotel Investors, Inc.  
(949) 382-3018

## SUNSTONE HOTEL INVESTORS ANNOUNCES CHANGES TO THE BOARD OF DIRECTORS

IRVINE, CA – March 15, 2021 – Sunstone Hotel Investors, Inc. (the “Company” or “Sunstone”) (NYSE: SHO), the owner of Long-Term Relevant Real Estate® in the hospitality sector, today announced a series of actions that reaffirm the Company’s commitment to stockholder-friendly corporate governance, board refreshment, diversity, and inclusion. First, Keith P. Russell and Thomas A. Lewis, Sunstone Directors since 2004 and 2006, respectively, will not stand for re-election to the Board of Directors at the 2021 annual meeting of stockholders. Second, the Board of Directors unanimously nominated Kristina M. Leslie and Verett Mims to stand for election to the Board at the Company’s 2021 annual meeting.

John Arabia, President & Chief Executive Officer, stated, “Doug and I, along with all the Sunstone Directors, thank Keith and Tom for their numerous contributions over the past two decades. Keith and Tom have been terrific resources, trusted advisors and consummate fiduciaries focused on protecting the interests of our stakeholders. They have had a significant impact on the success of our Company and will be missed.” Mr. Arabia continued, “I also look very forward to welcoming Kris and Verett to our Board of Directors. Both are proven executives in their respective fields, bring diversity of thought and perspective to the Board, and will be immediately additive to our Company.”

Douglas M. Pasquale, Chairman of the Board, added, “We’re grateful to Keith and Tom for their combined 32 years of service to Sunstone. We have enjoyed working alongside them, have benefited from their insights, and wish them well. At the same time, we are pleased to put forward Kris and Verett as nominees to the Board and look forward to their meaningful contributions.”

### **About Kristina M. Leslie:**

Ms. Leslie began her career at Paramount Communications in New York, serving in a variety of financial management roles, including treasury, investor relations and strategic planning. Following the acquisition of Paramount by Viacom, Ms. Leslie served as Director of Strategic and Financial Planning for Viacom. In 1996, Ms. Leslie relocated to California to join DreamWorks, then in its infancy, as Head of Strategic Planning and Corporate Finance, where she oversaw financial planning, strategic partnerships and all investor and banking relationships. She became Chief Financial Officer of DreamWorks in 2003 and led the \$840 million initial public offering of DreamWorks Animation in 2004. She continued to serve as DreamWorks’ Chief Financial Officer until her retirement in 2007.

Over the past 15 years, Ms. Leslie has served on a number of public and private boards and currently serves as a director of CVB Financial Corp., Justworks, Inc., A Place for Rover, Inc. and Blue Shield of California. Ms. Leslie earned her Bachelor of Arts in Economics from Bucknell University and her Master of Business Administration in Finance from Columbia University.

### **About Verett Mims:**

Ms. Mims brings 27 years of expertise in finance, banking and corporate treasury from complex, global and multinational companies. Ms. Mims currently serves as the Chief Financial Officer of Blum Capital Partners, L.P., a long-term strategic equity investment management firm. Previously, Ms. Mims spent 18 years at The Boeing Company including 16 years serving the Corporate Finance Committee as the Assistant Treasurer, Global Treasury reporting on the firm’s financial exposures. During her time at Boeing, Ms. Mims had specific oversight of the foreign exchange, commodity and inflation hedging



portfolio and the domestic and international banking infrastructure. Prior to joining Boeing, Ms. Mims served as a sales trader for various banks including Citibank, NationsBank, and Bank of Montreal, where she advised and marketed tailored risk management solutions to corporations.

Ms. Mims holds a Master of Business Administration from the Stanford University Graduate School of Business, a Master of Science in Physics from Massachusetts Institute of Technology, and a Bachelor of Science in Physics from Southern University and A&M College.

**About Sunstone Hotel Investors, Inc.**

Sunstone Hotel Investors, Inc. is a lodging real estate investment trust (“REIT”) that as of the date of this release has interests in 17 hotels comprised of 9,017 rooms. Sunstone’s business is to acquire, own, asset manage and renovate or reposition hotels considered to be Long-Term Relevant Real Estate®, the majority of which are operated under nationally recognized brands, such as Marriott, Hilton and Hyatt. For further information, please visit Sunstone’s website at [www.sunstonehotels.com](http://www.sunstonehotels.com).

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