

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 29, 2021

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**Sunstone Hotel Investors, Inc.**  
(Exact name of registrant as specified in its charter)

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Maryland  
(State or other jurisdiction  
of incorporation)

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 check mark 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 5.07 Submission of Matters to a Vote of Security Holders.**

On April 29, 2021, the Company held its Annual Meeting of Stockholders. The matters on which the stockholders voted, in person or by proxy, and the results of such voting were as follows:

- 1) Election of eight directors to serve until the next annual meeting and until their successors are elected and qualified:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
John V. Arabia	201,440,287	591,430	3,895	2,432,394
W. Blake Baird	198,209,880	3,821,485	4,247	2,432,394
Andrew Batinovich	196,986,353	5,044,824	4,435	2,432,394
Monica S. Digilio	199,257,201	2,774,076	4,335	2,432,394
Kristina M. Leslie	201,450,038	581,572	4,002	2,432,394
Murray J. McCabe	200,763,181	1,268,283	4,148	2,432,394
Verett Mims	201,450,258	581,350	4,004	2,432,394
Douglas M. Pasquale	184,724,342	14,995,742	2,315,528	2,432,394

- 2) Ratification of the Audit Committee's appointment of Ernst & Young LLP to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
201,747,451	2,715,506	5,049	—

- 3) Advisory vote to approve the compensation of the Company's named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
192,251,766	9,746,054	37,792	2,432,394

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
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: April 30, 2021

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

