
**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): September 30, 2021**

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

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, 21st 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 H Cumulative Redeemable Preferred Stock, \$0.01 par value	SHO.PRH	New York Stock Exchange
Series I Cumulative Redeemable Preferred Stock, \$0.01 par value	SHO.PRI	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.

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

On September 30, 2021, Sunstone Hotel Investors, Inc. (“Sunstone”) and Sunstone Hotel Partnership, LLC (together with Sunstone, the “Company”) entered into letter agreements (the “Letters”) with each of the following named executive officers of the Company: Bryan A. Giglia, Executive Vice President and Chief Financial Officer; Robert C. Springer, Executive Vice President and Chief Investment Officer; and David Klein, Executive Vice President and General Counsel (collectively, the “Executives”). The Letters amend the Executives’ employment agreements (the “Employment Agreements”) such that the Employment Period (as defined in the Employment Agreements) will not terminate on March 31, 2022 and renew automatically for successive one-year periods, but instead will continue indefinitely until earlier terminated by the Executive or the Company in accordance with the terms of the Employment Agreement. The Letters clarify that the Employment Agreements no longer provide for severance payable upon a non-renewal of the Employment Period.

The foregoing description of the Letters is not complete and is subject to and qualified in its entirety by reference to the form of Letter, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Form of Letter.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: October 1, 2021

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

[COMPANY LETTERHEAD]

September [], 2021

Dear [Name]:

Re: Amendment to Employment Agreement

This letter (the "Letter") memorializes the agreement by and among you, Sunstone Hotel Investors, Inc. ("Sunstone") and Sunstone Hotel Partnership, LLC (together with Sunstone, the "Company") to amend that certain Employment Agreement dated [•], 2021 by and between you and the Company (the "Employment Agreement"), effective as of the date hereof. Capitalized but undefined terms contained in this Letter are defined in the Employment Agreement.

By signing below, you and the Company acknowledge and agree that the Employment Agreement is hereby amended such that the Employment Period shall not terminate on March 31, 2022 and renew automatically for successive one-year periods, but instead shall continue indefinitely until earlier terminated by you or the Company in accordance with the terms of the Employment Agreement. You and the Company further acknowledge that Sections 4(c) and 4(d) of the Employment Agreement (and all references to those Sections contained therein) are hereby deleted in their entirety, and the reference in Section 4(e) of the Employment Agreement to a Non-Renewal of the Employment Period and Sections 4(c) and 4(d) of the Employment Agreement is hereby deleted.

This Letter shall be governed by and construed in accordance with the laws of the State of California, without reference to principles of conflict of laws. This Letter may not be amended or modified otherwise than by a written agreement executed by the parties hereto or their respective successors and legal representatives. This Letter may be delivered via facsimile, email or other electronic means permitted by the Company, and may be executed in counterparts, each of which shall be deemed an original and all of which shall be constitute one and the same document.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Letter to be executed as of the date first written above.

SUNSTONE HOTEL INVESTORS, INC.
a Maryland corporation

By: _____

Name: _____

Title: _____

SUNSTONE HOTEL PARTNERSHIP, LLC
a Delaware limited liability company

By: Sunstone Hotel Investors, Inc.
Its Managing Member

By: _____

Name: _____

Title: _____

The undersigned hereby accepts, acknowledges and agrees to all the terms and provisions of this letter:

[Name]
