

Sunstone Hotel Investors, Inc.  
Form S-8 POS  
November 06, 2014

As filed with the Securities and Exchange Commission on November 6, 2014

Registration No. 333-199845

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**SUNSTONE HOTEL INVESTORS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

**120 Vantis, Suite 350**

**Aliso Viejo, California 92656**

(Address of Principal Executive Offices)

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**SUNSTONE HOTEL INVESTORS, INC. 2004 LONG -TERM INCENTIVE PLAN**

(Full Title of the Plan)

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**Kenneth E. Cruse**

**Sunstone Hotel Investors, Inc.**

**120 Vantis, Suite 350**

**Aliso Viejo, California 92656**

**(949) 330-4000**

(Name, Address and Telephone Number of Agent for Service)

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**Copies to:**

**Steven B. Stokdyk**

Latham & Watkins LLP

355 South Grand Avenue

Los Angeles, CA 90071-1560

(213) 485-1234

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check

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one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**EXPLANATORY NOTE**

On November 4, 2014, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-199845) (the "Form S-8") registering 6,000,000 shares of the Registrant's common stock, par value \$0.01 per share, to be issued under the Registrant's 2004 Long-Term Incentive Plan, as amended.

The Registrant is amending the Form S-8 solely to correct a clerical error in the consent of Ernst & Young LLP, the Registrant's independent registered public accounting firm, that was filed as Exhibit 23.1 to the Form S-8. We have included as Exhibit 23.1 to this Post-Effective Amendment No. 1 to the Form S-8 the corrected version of the consent of Ernst & Young LLP, executed on November 4, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Aliso Viejo, State of California, on November 6, 2014.

SUNSTONE HOTEL INVESTORS, INC.

By /s/ KENNETH E. CRUSE  
 Name: Kenneth E. Cruse  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 6, 2014:

	<b>Signature</b>	<b>Title</b>
Kenneth E. Cruse	*	Chief Executive Officer (Principal Executive Officer)
Bryan Giglia	*	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Keith M. Locker	*	Non-Executive Chairman
John V. Arabia	*	Director and President
Andrew Batinovich	*	Director
Z. Jamie Behar	*	Director
Thomas A. Lewis, Jr.	*	Director
Douglas M. Pasquale	*	Director
Keith P. Russell	*	Director
	*	Director

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Lewis N. Wolff

\*By: /s/ KENNETH E. CRUSE  
Kenneth E. Cruse  
Attorney-in-Fact

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Articles of Amendment and Restatement of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement (Form S-11 No. 333-117141)).
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q filed on August 5, 2008).
4.3**	2004 Long-Term Incentive Plan of the Registrant, as amended.
5**	Opinion of Venable LLP as to the legality of the securities being offered hereunder.
23.1*	Consent of Ernst & Young LLP.
23.2**	Consent of Venable LLP (contained in their Opinion in Exhibit 5 hereto).
24.1**	Power of Attorney.

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\*Filed herewith.

\*\*Previously filed