

Extended Stay America, Inc.
Form 4
November 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Centerbridge Credit Partners General
Partner, L.P.

(Last) (First) (Middle)

375 PARK AVENUE, 12TH
FLOOR,

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Extended Stay America, Inc. [STAY]

3. Date of Earliest Transaction
(Month/Day/Year)

11/18/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Paired Shares | 11/18/2016 | | S ⁽¹³⁾ | | 922,915 | D | \$ 14.76 | 6,111,630 | I |
| | | | | | | | | | See Footnotes (1) (2) (9) (10) (11) (12) |
| Paired Shares | 11/18/2016 | | S ⁽¹³⁾ | | 1,130,915 | D | \$ 14.76 | 7,489,023 | I |
| | | | | | | | | | See Footnotes (1) (3) (9) (10) (11) (12) |
| Paired Shares | 11/18/2016 | | S ⁽¹³⁾ | | 396,170 | D | \$ 14.76 | 2,623,476 | I |
| | | | | | | | | | See Footnotes (1) (4) (9) (10) (11) (12) |

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| | | | | | | | | |
|---------------|------------|-------------------|-----------|---|----------|-----------|---|--|
| Paired Shares | 11/18/2016 | S ⁽¹³⁾ | 1,070,758 | D | \$ 14.76 | 7,935,938 | I | See Footnotes (1) (5) (9) (10) (11) (12) |
| Paired Shares | 11/18/2016 | S ⁽¹³⁾ | 1,070,360 | D | \$ 14.76 | 7,932,978 | I | See Footnotes (1) (6) (9) (10) (11) (12) |
| Paired Shares | 11/18/2016 | S ⁽¹³⁾ | 75,877 | D | \$ 14.76 | 527,204 | I | See Footnotes (1) (7) (9) (10) (11) (12) |
| Paired Shares | 11/18/2016 | S ⁽¹³⁾ | 8,005 | D | \$ 14.76 | 53,009 | I | See Footnotes (1) (8) (9) (10) (11) (12) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Centerbridge Credit Partners General Partner, L.P. 375 PARK AVENUE, 12TH FLOOR | X |

NEW YORK, NY 10152

Centerbridge Credit Cayman GP, Ltd.

375 PARK AVENUE, 12TH FLOOR

NEW YORK, NY 10152

X

Centerbridge Credit Partners Offshore General Partner, L.P.

375 PARK AVENUE, 12TH FLOOR

NEW YORK, NY 10152

X

Centerbridge Associates, L.P.

375 PARK AVENUE, 12TH FLOOR

NEW YORK, NY 10152

X

Centerbridge Cayman GP Ltd.

375 PARK AVENUE, 12TH FLOOR

NEW YORK, NY 10152

X

Aronson Jeffrey

375 PARK AVENUE, 12TH FLOOR

NEW YORK, NY 10152

X

Gallogly Mark T

375 PARK AVENUE, 12TH FLOOR

NEW YORK, NY 10152

X

Signatures

Centerbridge Credit Partners General Partner, L.P.; By: Centerbridge Credit Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory

11/22/2016

__Signature of Reporting Person

Date

Centerbridge Credit Cayman GP Ltd.; By: /s/ Susanne V. Clark, Authorized Signatory

11/22/2016

__Signature of Reporting Person

Date

Centerbridge Credit Partners Offshore General Partner, L.P.; By: Centerbridge Credit Cayman GP Ltd.; By: /s/ Susanne V. Clark, Authorized Signatory

11/22/2016

__Signature of Reporting Person

Date

Centerbridge Associates, L.P.; By: Centerbridge Cayman GP Ltd.; By: /s/ Susanne V. Clark, Authorized Signatory

11/22/2016

__Signature of Reporting Person

Date

Centerbridge Cayman GP Ltd.; By: /s/ Susanne V. Clark, Authorized Signatory

11/22/2016

__Signature of Reporting Person

Date

/s/ Jeffrey H. Aronson

11/22/2016

__Signature of Reporting Person

Date

/s/ Mark T. Gallogly

11/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Each Paired Share is comprised of one share of common stock, par value \$0.01 per share, of Extended Stay America, Inc. and one share of Class B Common Stock, par value \$0.01 per share, of ESH Hospitality, Inc., which shares are paired and traded as a single unit. A Form 4 reflecting the holdings of Paired Shares by the Reporting Persons shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.

- (2) These Paired Shares are directly held by Centerbridge Credit Partners, L.P.
- (3) These Paired Shares are directly held by Centerbridge Credit Partners TE Intermediate I, L.P.
- (4) These Paired Shares are directly held by Centerbridge Credit Partners Offshore Intermediate III, L.P.
- (5) These Paired Shares are directly held by Centerbridge Capital Partners AIV VI-A, L.P.
- (6) These Paired Shares are directly held by Centerbridge Capital Partners AIV VI-B, L.P.
- (7) These Paired Shares are directly held by Centerbridge Capital Partners Strategic AIV I, L.P.
- (8) These Paired Shares are directly held by Centerbridge Capital Partners SBS, L.P.

Centerbridge Credit Partners General Partner, L.P. is the general partner of Centerbridge Credit Partners, L.P. and Centerbridge Credit Partners TE Intermediate I, L.P. Centerbridge Credit Partners Offshore General Partner, L.P. is the general partner of Centerbridge Credit Partners Offshore Intermediate III, L.P. Centerbridge Credit Cayman GP Ltd. is the general partner of Centerbridge Credit Partners General Partner, L.P. and Centerbridge Credit Partners Offshore General Partner, L.P. Centerbridge Associates, L.P. is the general partner of Centerbridge Capital Partners AIV VI-A, L.P., Centerbridge Capital Partners AIV VI-B, L.P. and Centerbridge Capital Partners Strategic AIV I, L.P. Centerbridge Cayman GP Ltd. is the general partner of Centerbridge Associates, L.P. CCP SBS GP, LLC is the general partner of Centerbridge Capital Partners SBS, L.P. (continued in Footnote 10)

- (9) (continued from Footnote 9) Jeffrey H. Aronson and Mark T. Gallogly, the managing members of CCP SBS GP, LLC and the directors of Centerbridge Credit Cayman GP Ltd. and Centerbridge Cayman GP Ltd., share the power to vote and invest the Paired Shares and shares of voting preferred stock held by Centerbridge Credit Partners, L.P., Centerbridge Credit Partners TE Intermediate I, L.P., Centerbridge Credit Partners Offshore Intermediate III, L.P., Centerbridge Capital Partners AIV VI-A, L.P., Centerbridge Capital Partners AIV VI-B, L.P., Centerbridge Capital Partners Strategic AIV I, L.P. and Centerbridge Capital Partners SBS, L.P. (continued in Footnote 11)

- (11) (continued from Footnote 10) Each of the Centerbridge entities (other than the Centerbridge entities that directly hold Paired Shares to the extent of their direct holdings) and Messrs. Gallogly and Aronson may be deemed to beneficially own the Paired Shares and shares of Preferred Stock beneficially owned by such direct holders directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

- (12) Due to the limitations of the Securities and Exchange Commission's EDGAR system, Centerbridge Credit Partners, L.P., Centerbridge Credit Partners TE Intermediate I, L.P., Centerbridge Credit Partners Offshore Intermediate III, L.P., Centerbridge Capital Partners AIV VI-A LP, Centerbridge Capital Partners AIV VI-B LP, Centerbridge Capital Partners Strategic AIV I, L.P. and Centerbridge Capital Partners SBS, L.P. have filed a separate Form 4.

- (13) The Reporting Persons, as selling shareholders, sold Paired Shares in the aggregate amounts shown in the table above concurrently in (a) a secondary offering of Paired Shares by certain selling shareholders in an underwritten offering pursuant to an underwriting agreement (the "Underwriting Agreement") and prospectus supplement, each dated November 14, 2016, and (b) a share repurchase by Extended Stay America, Inc. and ESH Hospitality, Inc. pursuant to a share repurchase agreement (the "Share Repurchase Agreement"), dated November 13, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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