HERSHA HOSPITALITY TRUST
Form DEF 14A
April 19, 2013

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to § 240.14a-12

Hersha Hospitality Trust
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total Fee Paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

HERSHA HOSPITALITY TRUST

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 23, 2013

The 2013 annual meeting of shareholders of Hersha Hospitality Trust (the "Company") will be held at 299 Park Avenue, 40th floor, conference room 40-I, New York, New York 10171 on May 23, 2013, at 9:00 a.m., Eastern Time, for the following purposes:

1. To elect four Class II Trustees to the Board of Trustees.

2. To approve on an advisory basis the compensation of the Company's named executive officers.

3. To ratify the appointment of KPMG LLP as the Company's independent auditors.

4. To transact such other business as may properly come before the annual meeting and any adjournment or postponement thereof.

Only holders of record of the Company's common shares as of the close of business on the record date, March 28, 2013, and their legal proxy holders, are entitled to notice of, and to vote at, the annual meeting.

The 2013 proxy statement is attached to this notice. The 2013 proxy statement and other materials for the annual meeting, including the 2012 annual report to shareholders, are available on the Company's website, www.hersha.com, and at www.proxyvote.com.

Whether or not you plan to attend the annual meeting, it is important that your common shares are represented and voted at the annual meeting. You may authorize your proxy over the Internet or by telephone as described on the proxy card accompanying this notice and the attached proxy statement. Alternatively, you may authorize your proxy by signing and returning the proxy card in the enclosed envelope. You may revoke your proxy and vote in person at the annual meeting by (1) executing and submitting a later dated proxy card that is received prior to May 23, 2013, (2) subsequently authorizing a proxy over the Internet or by telephone, (3) sending a written revocation of your proxy to the Company's Corporate Secretary at its principal executive offices or (4) attending the annual meeting and voting in person.

By Order of the Board of Trustees,

/s/ David L. Desfor

David L. Desfor
Corporate Secretary

44 Hersha Drive
Harrisburg, Pennsylvania 17102
April 19, 2013

HERSHA HOSPITALITY TRUST

44 Hersha Drive
Harrisburg, Pennsylvania 17102

2013 PROXY STATEMENT

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE 2013 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 23, 2013:

This proxy statement and the 2012 annual report to shareholders are available on Hersha Hospitality Trust's website, www.hersha.com, and at www.proxyvote.com. Information on or connected to these websites is not deemed to be a part of this proxy statement.

THE PROXY SOLICITATION

This proxy statement is provided in connection with the solicitation of proxies by the Board of Trustees of Hersha Hospitality Trust (the "Company") for use at the 2013 annual meeting of shareholders to be held at 299 Park Avenue, 40th floor, conference room 40-I, New York, New York 10171 on May 23, 2013 and at any adjournment or postponement thereof. The mailing address of the Company's principal executive office is 44 Hersha Drive, Harrisburg, Pennsylvania 17102. The Company's proxy materials, including the notice of the annual meeting, this proxy statement, the proxy card and the 2012 annual report to shareholders, are first being mailed to the Company's shareholders on or about April 19, 2013.

Solicitation of Proxies

The solicitation of proxies is being made primarily by the use of standard mail. The cost of preparing and mailing this proxy statement and accompanying proxy materials, and the cost of any supplementary proxy solicitations, which may be made by mail, telephone or personally by the Company's trustees, executive officers and employees, will be borne by the Company. No person is authorized to give any information or to make any representation not contained in this proxy statement and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. This proxy statement does not constitute the solicitation of a proxy, in any jurisdiction, from any person to whom it is unlawful to make such solicitation in such jurisdiction. The delivery of this proxy statement shall not, under any circumstances, imply that there has not been any change in the information set forth herein since the date of the proxy statement.

How To Vote; Revocability of Proxy

You may authorize your proxy over the Internet (at www.proxyvote.com), by telephone (at 1-800-690-6903) or by executing and returning the proxy card accompanying this proxy statement. Once you authorize a proxy, you may revoke that proxy by (1) executing and submitting a later-dated proxy card prior to May 23, 2013, (2) subsequently authorizing a proxy over the Internet or by telephone, (3) sending a written revocation of your proxy to the Company's Corporate Secretary at its principal executive offices, or (4) attending the annual meeting and voting in person.

Attending the annual meeting without submitting a new proxy or voting in person will not automatically revoke the prior authorization of your proxy. Only the last vote of a shareholder will be counted.

If you hold the Company's common shares in "street" name (i.e., through a bank, broker or other nominee), you will receive instructions from your bank, broker or nominee that you must follow in order to give them your voting instructions, or you may contact your nominee directly to request these instructions.

Shareholders Entitled To Vote

Only holders of record of the Company’s common shares at the close of business on the record date, March 28, 2013, and their legal proxy holders, are entitled to notice of, and to vote at, the annual meeting. On the record date, there were 202,553,150 common shares outstanding. Each shareholder of record is entitled to one vote per common share. Cumulative voting is not permitted in the election of Class II Trustees.

Attending the Annual Meeting In Person

If you would like to attend the annual meeting in person, you will need to bring an account statement or other evidence acceptable to the Company of ownership of your common shares as of the close of business on the record date. If you hold common shares in “street” name and wish to vote in person at the annual meeting, you will need to contact your broker, bank or nominee and obtain a written proxy from them and bring it to the annual meeting.

Quorum

The Company’s Bylaws provide that the holders of a majority of the outstanding common shares as of the close of business on the record date present in person or by proxy constitutes a quorum for the transaction of business at the annual meeting. As of March 28, 2013, there were 202,553,150 common shares outstanding.

Vote Required

The Company’s Bylaws provide for the election of trustees in uncontested elections by a majority of the votes cast. Under this standard, a majority of the votes cast means the number of votes cast “for” a trustee’s election exceeds the number of votes cast “against” that trustee’s election. The Bylaws provide for the election of trustees by a plurality of the votes cast if the number of nominees exceeds the number of trustees to be elected (a contested election). The election of Class II Trustees at the annual meeting is uncontested. Therefore, in accordance with the Bylaws, Class II Trustee nominees will be elected at the annual meeting by a majority of the votes cast.

The affirmative vote of a majority of all of the votes cast at the annual meeting, if a quorum is present, is required for the proposal to approve, on an advisory basis, the compensation of the Company’s “named executive officers” (as defined under the heading “Compensation Discussion & Analysis” below).

The affirmative vote of a majority of all of the votes cast at the annual meeting, if a quorum is present, is required to ratify the appointment of KPMG LLP (“KPMG”) as the Company’s independent auditors for the fiscal year ending December 31, 2013.

How Votes Will Be Counted

In the election of Class II Trustees, you may vote “for,” “against” or “abstain” with respect to each Class II Trustee nominee. For the proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers and for the proposal to ratify the appointment of KPMG LLP as the Company’s independent auditors for the fiscal year ending December 31, 2013, you may vote “for,” “against” or “abstain.” Abstentions with respect to any proposal at the annual meeting will be counted as present and entitled to vote for purposes of determining the presence of quorum, but will not be counted as a vote cast on the proposal and therefore will not be counted in determining the outcome of the proposal.

If you hold your common shares in street name through a brokerage firm and you do not submit voting instructions to your broker, your broker may generally vote your common shares in its discretion on routine matters. However, a broker cannot vote common shares held in street name on non-routine matters unless the broker receives voting instructions from the street name holder. The proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013 is considered routine under applicable rules, while each of the other items to be submitted for a vote of shareholders at the annual meeting is considered non-routine. Accordingly, if you hold your common shares in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may exercise its discretion to vote your common shares on the proposal to ratify the appointment of KPMG, but will not be permitted to vote your common shares on any of the other items at the annual meeting. If your broker exercises this discretion, your common shares will be counted as present for the purpose of determining the presence of a quorum at the annual meeting and will be voted on the proposal to ratify the appointment of KPMG in the manner directed by your broker, but your common shares will constitute "broker non-votes" on each of the other items at the annual meeting, including the election of Class II Trustees. Broker non-votes will not be counted as a vote cast with respect to these other items and therefore will not be counted in determining the outcome of the items.

OWNERSHIP OF THE COMPANY'S COMMON SHARES OF BENEFICIAL INTEREST

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information as of March 31, 2013, with respect to each person (including any "group" as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) who is known to the Company to be the beneficial owner of more than five percent of the Company's common shares.

	Common shares	
Name and Address of Beneficial Owner	Number of Common Shares Beneficially Owned	Percent of Class(1)
BlackRock Inc.(2) 40 East 52nd Street New York, New York 10022	11,826,825	5.8 %
Cohen & Steers, Inc.(3) 280 Park Avenue, 10th Floor New York, New York 10017	33,007,609	16.3 %
Eduardo S. Elsztain(4) Bolívar 108, 1st floor Buenos Aires, Argentina	16,121,030	8.0 %
Vanguard Group(5) 100 Vanguard Blvd. Malvern, Pennsylvania 19355	21,273,438	10.5 %
Vanguard Specialized Funds - Vanguard REIT Index Fund(6) 100 Vanguard Blvd. Malvern, Pennsylvania 19355	11,828,206	5.8 %

(1) Percentages are based on 202,553,150 common shares outstanding as of March 31, 2013.

(2) Information based solely on Amendment No. 3 to a Schedule 13G filed with the SEC on February 8, 2013 by Blackrock, Inc.

(3) Information based solely on Amendment No. 3 to a Schedule 13G filed with the SEC on February 14, 2013 by Cohen & Steers, Inc., Cohen & Steers Capital Management, Inc. and Cohen & Steers Europe S.A. Cohen & Steers, Inc. has reported sole voting power over 23,571,083 common shares and sole dispositive power over 33,007,609 common shares. Cohen & Steers Capital Management, Inc. has reported sole voting power over 23,231,148 common shares and sole dispositive power over 32,273,796 common shares. Cohen & Steers, Inc. reported that it holds a 100% interest in Cohen & Steers Capital Management, Inc., and that it, together with Cohen & Steers Capital Management, Inc., holds a 100% interest in Cohen & Steers Europe S.A.

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(4) Information based solely on Amendment No. 5 to a Schedule 13D filed with the SEC on September 14, 2012 by Eduardo Elsztain, reporting the direct and indirect ownership by Eduardo Elsztain of the Company’s common shares. Eduardo Elsztain directly owns 15,400 common shares. Eduardo Elsztain, through certain affiliates, indirectly owns 16,105,630 common shares. Eduardo Elsztain is the Chairman of the Board of IRSA Inversiones y Representaciones Sociedad Anomina (“IRSA”), Tyrus S.A. (“Tyrus”), which is wholly owned by IRSA, and Jiwin S.A. (“Jiwin”), which is wholly owned by Tyrus. Jiwin is the sole general partner of Real Estate Investment Group L.P. (“REIG”), Real Estate Investment Group II L.P. (“REIG II”), Real Estate Investment Group III L.P. and Real Estate Investment Group IV L.P. (“REIG IV”). Of the 16,105,630 common shares indirectly owned by Eduardo Elsztain through his affiliates: (i) 7,241,429 common shares are owned directly by REIG; (ii) 3,599,300 common shares are owned directly by REIG II; (iii) 3,864,000 common shares are owned directly by REIG III; and (iv) 1,400,901 common shares are owned directly by REIG IV.

(5) Information based solely on Amendment No. 5 to a Schedule 13G filed with the SEC on February 11, 2013 by The Vanguard Group, Inc. The Vanguard Group Inc. has disclosed that is has sole voting power over 255,738 common shares, sole dispositive power over 21,025,760 common shares and shared dispositive power over 247,678 common shares. The Vanguard Group, Inc. has reported that Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 211,706 common shares and that Vanguard Investment Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 8,060 common shares.

(6) Information based solely on Amendment No. 1 to a Schedule 13G filed with the SEC on February 14, 2013 by Vanguard Specialized Funds – Vanguard REIT Index Fund.

Security Ownership of Management

The following table sets forth certain information, known by the Company as of March 31, 2013, regarding the beneficial ownership of the Company's common shares and the Company's Series C preferred shares by (i) each of the Company's trustees and trustee nominees, (ii) each of the Company's named executive officers and (iii) the Company's trustees and executive officers as a group. None of these individuals beneficially own any of the Company's Series B preferred shares. At March 31, 2013, there were 202,553,150 common shares outstanding, 2,400,000 Series B preferred shares outstanding, and 3,000,000 Series C preferred shares outstanding. Except as set forth in the footnotes to the table below, each of the individuals identified in the table has sole voting and investment power over the common shares and Series C preferred shares beneficially owned by that person. No person named in the table below beneficially owns any of the Company's Series B preferred shares. The address for each of the Company's trustees, trustee nominees and named executive officers is c/o Hersha Hospitality Trust, 44 Hersha Drive, Harrisburg, Pennsylvania 17102.

	Class A Common Shares		Series C Preferred Shares	
Name of Beneficial Owner	Number of Shares Beneficially Owned(1)	Percentage of Class Beneficially Owned(2)	Number of Beneficially Owned	Percentage of Class Beneficially Owned
Hasu P. Shah	1,326,924 (3)	*	-	-
Jay H. Shah	4,367,850 (4)	2.1 %	-	-
Neil H. Shah	4,007,061 (5)	2.0 %	-	-
Ashish R. Parikh	790,459	*	-	-
Michael R. Gillespie	255,790	*	-	-
David L. Desfor	218,700 (6)	*	-	-
Thomas J. Hutchison	393,750 (7)	*	-	-
Donald J. Landry	127,449	*	-	-
Michael A. Leven	86,686	*	20,000 (8)	*
Dianna F. Morgan	34,080	*	-	-
Kiran P. Patel	521,312 (9)	*	-	-
John M. Sabin	65,724 (10)	*	-	-
All executives officers, trustees, and trustee nominees as a group (12 persons)	12,195,785	6.0 %	20,000	*

* Represents less than one percent of the outstanding shares of the class of securities indicated in the table above.

(1) Includes the total number of common shares issuable upon redemption of partnership units in Hersha Hospitality Limited Partnership, the Company's operating partnership subsidiary (the "Operating Partnership" or "HHLP"). Partnership units are redeemable by the holder for cash, or at the Company's option, an equivalent number of common shares.

(2) The total number of common shares outstanding used in calculating the percentage ownership of each person assumes that the partnership units held by such person, directly or indirectly, are redeemed for common shares and none of the partnership units held by other persons are redeemed for common shares.

(3) Includes: (i) 455,496 common shares issuable upon redemption of partnership units that are currently redeemable; and (ii) 69,130 common shares, all of which are held by Shree Associates, a family limited partnership that is controlled by Mr. Hasu Shah. Excludes: (i) 474,834 common shares issuable upon the redemption of partnership units that are currently redeemable and held by the Jay and Susie Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee; and (ii) 407,362 common shares issuable upon the redemption of partnership units that are currently redeemable and held by the Neil and Juhi Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee. Mr. Hasu Shah disclaims beneficial ownership of the common shares issuable upon the redemption of partnership units and the partnership units held by the two family trusts for which he is the trustee, and this report shall not be deemed an admission that Mr. Hasu Shah is the beneficial owner of these common shares or partnership units for purposes of Section 16 or for any other purpose.

(4) Includes 416,389 common shares issuable upon redemption of partnership units that are currently redeemable, all of which are held in grantor retained annuity trusts for the benefit of Mr. Jay Shah and in which Mr. Jay Shah is the trustee. Also includes: (i) 474,834 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Jay and Susie Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee; and (ii) 730,294 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Hasu and Hersha Shah 2004 Trust FBO Jay H. Shah, in which the trustee is an unaffiliated third party. The partnership units held by the Hasu and Hersha Shah 2004 Trust FBO Jay H. Shah have been pledged as security to a third party.

(5) Includes 364,918 common shares issuable upon redemption of partnership units that are currently redeemable, all of which are held in grantor retained annuity trusts for the benefit of Mr. Neil Shah and in which Mr. Neil Shah is the trustee. Also includes: (i) 407,362 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Neil and Juhi Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee; and (ii) 832,215 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Hasu and Hersha Shah 2004 Trust FBO Neil H. Shah, in which the trustee is an unaffiliated third party. The partnership units held by the Hasu and Hersha Shah 2004 Trust FBO Neil H. Shah have been pledged as security to a third party.

(6) Includes 211,900 common shares issuable upon redemption of partnership units held by Mr. Desfor.

(7) Includes 78,000 common shares that are held by Mr. Hutchison's wife and with respect to which he shares voting and investment power.

(8) Includes 10,000 shares held by Mr. Leven and 10,000 shares held by the Michael and Andrea Leven Family Foundation, for which Mr. Leven is the trustee.

(9) Includes 512,263 common shares issuable upon redemption of partnership units that are currently redeemable, which units Mr. Patel has pledged as security to a third party.

(10) Includes 1,150 common shares that are held indirectly by Mr. Sabin's wife and with respect to which he shares voting and investment power.

BOARD OF TRUSTEES AND EXECUTIVE OFFICERS

Certain information regarding the Company’s trustees and executive officers, as of March 31, 2013, is set forth below.

Name	Age	Position
Hasu P. Shah	68	Class II Trustee Nominee; Chairman of the Board
Jay H. Shah	44	Class I Trustee; Chief Executive Officer
Thomas J. Hutchison III	71	Class I Trustee*
Donald J. Landry	64	Class I Trustee*; Lead Independent Trustee
Michael A. Leven	75	Class I Trustee*
Dianna F. Morgan	61	Class II Trustee Nominee*
Kiran P. Patel	63	Class II Trustee Nominee
John M. Sabin	58	Class II Trustee Nominee*
Neil H. Shah	39	President and Chief Operating Officer
Ashish R. Parikh	43	Chief Financial Officer and Assistant Secretary
Michael R. Gillespie	40	Chief Accounting Officer, Controller, and Assistant Secretary
David L. Desfor	52	Treasurer and Corporate Secretary

* “Independent” pursuant to the corporate governance standards of the NYSE as determined by a vote of the Board of Trustees.

Board of Trustees

Hasu P. Shah, Class II Trustee since May 1998; Chairman of the Board of Trustees

Mr. Shah has been the Chairman of the Board and a Class II Trustee since the Company’s inception in May 1998 and was the Company’s Chief Executive Officer until his retirement in 2005. Mr. Shah is also the founder and Chief Executive Officer of the Hersha Group. Mr. Shah founded the Hersha Group with the purchase of a single hotel in Harrisburg, Pennsylvania in 1984. In the last 25 years, Mr. Shah has developed, owned, or managed over 50 hotels across the Eastern United States and started affiliated businesses in general construction, purchasing, and hotel management. He has earned numerous awards, including the Entrepreneur of the Year award given by Ernst & Young LLP. Mr. Shah has been recognized for his philanthropic work through numerous awards. He received the Creating a Voice award, instituted by Project IMPACT, which honors South Asian-American community leaders who have made a positive and tremendous impact on the United States. He also received an honorary Doctorate of Public Service (DPS) Degree from Harrisburg Area Community College. In 2010, Mr. Shah was honorably bestowed with the National United Way Tocqueville Society award, the highest honor given to volunteers across the country. He was presented with the Hall of Fame award by Central Penn Business Journal for lifetime achievements in both business and philanthropy. Mr. Shah and his wife, Hersha, are active members of the local community and remain involved with charitable initiatives in India. Mr. Shah has been an active Rotarian for nearly 25 years and continues to serve as a trustee of several community service and spiritual organizations including Vraj Hindu Temple and the India Heritage Research Foundation. Mr. Shah received a bachelors of science degree in chemical engineering from Tennessee Technical University and obtained a masters degree in administration from Pennsylvania State University, which named him as a Fellow. Mr. Shah is also an alumnus of the Owner and President’s Management program at Harvard Business School. Mr. Shah is the father of Jay H. Shah, the Company’s Chief Executive Officer and Class I Trustee, and Neil H. Shah, the Company’s President and Chief Operating Officer.

The Board of Trustees has determined that Mr. Hasu Shah's qualifications to serve on the Board of Trustees include his extensive experience in the lodging industry, including his role as our former Chief Executive Officer and as the founder of The Hersha Group, a privately-held company that over the past 25 years has developed, owned or managed over 50 hotels across the Eastern United States. With over 25 years of lodging industry experience, Mr. Hasu Shah has developed a broad network of hotel industry contacts and relationships, including relationships with hotel owners, operators, project managers, contractors and other key industry participants.

Thomas J. Hutchison III, Class I Trustee since September 2008

Mr. Hutchison was the Chief Executive Officer of CNL Hotels & Resorts, Inc. (“CNL Hotels”), a real estate investment trust that owned hotels and resort properties through April 2007. During that same time period, Mr. Hutchison held various other executive officer positions with companies affiliated with CNL Hotels, including but not limited to President and Chief Executive Officer of CNL Hotel Investors, Inc. and Chief Executive Officer of CNL Income Properties, Inc. Since April 2007, Mr. Hutchison has served as a consultant with Hutchison Advisors, Inc., a real estate services company, and, since October 2008, he has served as Chairman of Legacy Healthcare Advisors, LLC, a specialized real estate services group. In October 2011, Mr. Hutchison was appointed to the Board of Directors of Marriott Vacations Worldwide Corporation (“Marriott Vacations”), where he serves as member of that board’s Audit, Nominating and Corporate Governance and Compensation Committees, including as the Chair of its Compensation Committee. Mr. Hutchison is currently a director for KSL Capital Partners LLC, ClubCorp, Inc., U.S. Chamber of Commerce, Vision360, and The Trinity Forum and was formerly a director for ING DIRECT USA. He is also a member of The Real Estate Roundtable, Leadership Council for Communities in Schools, Advisory Council of the Erickson School of Aging Studies and serves on the Advisory Editorial Board of GlobalHotelNetwork.com. Additionally, he serves as a senior advisor to various service industry public companies. Mr. Hutchison attended Purdue University and the University of Maryland Business School.

The Board of Trustees has determined that Mr. Hutchison’s qualifications to serve on the Board of Trustees include his substantial experience in the real estate and lodging industries combined with his extensive leadership experience as a Chief Executive Officer of several SEC reporting REITs, including as the Chief Executive Officer of CNL Hotels.

Donald J. Landry, Class I Trustee since April 2001

Mr. Landry is president and owner of Top Ten, an independent hospitality industry consulting company, a position he has held since 2002. Mr. Landry has over 40 years of lodging and hospitality experience in a variety of leadership positions. Mr. Landry was the Chief Executive Officer, President and Vice Chairman of Sunburst Hospitality Inc. Mr. Landry has also served as President of Choice Hotels International, Inc., Manor Care Hotel Division and Richfield Hotel Management. In February 2012, Mr. Landry was appointed to the Board of Directors of Supertel Hospitality, Inc., where he serves as the Chairman of the Investment Committee. Mr. Landry currently serves on the corporate advisory boards of Unifocus, Campo Architects, Revenue Performance Interactive, Windsor Capital Group and numerous nonprofit boards. Mr. Landry is a frequent guest lecturer at Johnson and Wales University and the University of New Orleans. Mr. Landry holds a bachelor of science degree from the University of New Orleans, which awarded him Alumnus of the Year in 1999. Mr. Landry is a Certified Hotel Administrator.

The Board of Trustees has determined that Mr. Landry’s qualifications to serve on the Board of Trustees include his 40 years of experience in the lodging and real estate industries, including his roles as Chief Executive Officer, President and Vice Chairman of Sunburst Hospitality Inc. and President of Choice Hotels International, Inc., Manor Care Hotel Division and Richfield Hotel Management.

Michael A. Leven, Class I Trustee since May 2012

Mr. Leven has been the President and Chief Operating Officer of the Las Vegas Sands Corp. since March 2009, Secretary since June 2010 and a director of the Las Vegas Sands Corp. since August 2004. Mr. Leven also serves as a member of the Board of Directors of Sands China Ltd., a subsidiary of Las Vegas Sands Corp., and as an officer and/or director of several other subsidiaries of Las Vegas Sands Corp. Mr. Leven served as the Chief Executive Officer of the Georgia Aquarium from September 2008 until he joined Las Vegas Sands Corp. in March 2009. From January 2006 through September 2008, Mr. Leven was the Vice Chairman of the Marcus Foundation, Inc., a non-profit foundation. Until July 2006, Mr. Leven was the Chairman, Chief Executive Officer and President of U.S.

Franchise Systems, Inc., the company he founded in 1995 that developed and franchised the Microtel Inns & Suites and Hawthorn Suites hotel brands. He was previously the president and chief operating officer of Holiday Inn Worldwide, president of Days Inn of America, and president of Americana Hotels. Mr. Leven serves on many other non-profit boards. Mr. Leven served as a Class II Trustee from May 2001 through March 2010 and as a trustee emeritus from March 2010 through May 2012, at which time he was reelected as a Class I trustee by the Company's shareholders.

The Board of Trustees has determined that Mr. Leven's qualifications to serve on the Board of Trustees include his extensive experience in the hospitality industry, including as an executive officer and director of the Las Vegas Sands Corp. and his past employment in leadership positions with various other hospitality companies.

Dianna F. Morgan, Class II Trustee since April 2010

Ms. Morgan retired in 2001 from a long career with the Walt Disney World Company, where she served as Senior Vice President of Public Affairs and Human Resources. She also oversaw the Disney Institute — a recognized leader in experiential training, leadership development, benchmarking and cultural change for business professionals around the world. In addition, Ms. Morgan is the past Chair and is a past member of the Board of Trustees for the University of Florida. Ms. Morgan currently serves on the Board of Directors of Chesapeake Utilities Corp., where she is a member of the Compensation Committee, and the Board of Directors of CNL Bancshares, Inc. Ms. Morgan previously served on the Board of Directors and the Audit Committee of CNL Hotels & Resorts, Inc. Ms. Morgan is a member of the Board of Directors of Orlando Health (formerly Orlando Regional Healthcare System) and serves on the national board for the Children's Miracle Network, where she had formerly served as Chair. Ms. Morgan received her Bachelor of Arts degree in organizational communications from Rollins College.

The Board of Trustees has determined that Ms. Morgan's experience serving as a board member of both private and public companies, her previous experience overseeing the Disney Institute and her prior service as a senior manager at Walt Disney World Company provide her with extensive knowledge of innovation and customer service, a solid foundation in media relations, risk management, and government relations and "best practice" expertise in human capital and the customer experience.

Kiran P. Patel, Class II Trustee since May 2007

Mr. Patel served as the Company's Corporate Secretary and has been a principal of the Hersha Group since 1993. Prior to 1993, Mr. Patel was employed by AMP Incorporated, an electrical component manufacturer in Harrisburg, Pennsylvania. Mr. Patel serves on various boards of directors for community service organizations. Mr. Patel received a bachelor of science degree in mechanical engineering from M.S. University of India and obtained a masters of science degree in industrial engineering from the University of Texas in Arlington.

The Board of Trustees has determined that Mr. Patel's qualifications to serve on the Board of Trustees include his extensive experience in the lodging industry, including his role as a partner and Chief Investment Officer of The Hersha Group. Mr. Patel has developed a broad network of lodging industry contacts and has extensive experience in acquiring, selling, repositioning, developing and redeveloping hotels.

John M. Sabin, Class II Trustee since June 2003

Since May 2011 Mr. Sabin has been the Executive Vice President and Chief Financial Officer of Revolution LLC as well as the Chief Financial Officer of The Stephen Case Foundation and the Case Family Office. Previously he was the Chief Financial Officer and General Counsel of Phoenix Health Systems, Inc., a private healthcare information technology outsourcing and consulting firm, from October 2004 to May 2011. Mr. Sabin was the Chief Financial Officer, General Counsel and Secretary of NovaScreen Biosciences Corporation, a private bioinformatics and contract research biotech company (acquired by Caliper Life Sciences) from January 2000 to October 2004. Prior to joining NovaScreen, Mr. Sabin served as a finance executive with Hudson Hotels Corporation, Vistana, Inc., Choice Hotels International, Inc., Manor Care, Inc. and Marriott International, Inc., all of which were public companies at the time of his service. In his professional life Mr. Sabin has had commercial lease experience with a national law firm, transactional real estate experience with national hospitality and health care firms, commercial real estate financing experience, IPO experience, as well as experience as an audit committee and board member of six public companies (including Competitive Technologies Corporation from 1996 to 2007, North American Scientific, Inc. from 2005 to 2010, Prime Group Realty Trust from 2005 to 2012 and Supertel Hospitality, Inc. from 2012 to the present). Mr. Sabin has received Bachelor of Science degrees in Accounting and in University Studies; a Masters of Accountancy and a Masters in Business Administration from Brigham Young University, and he also received a Juris Doctor from the J. Reuben Clark Law School at Brigham Young University. Mr. Sabin is a licensed CPA and is admitted to the bar in several states.

The Board of Trustees has determined that Mr. Sabin's qualifications to serve on the Board of Trustees include his substantial hospitality industry experience, as well as his substantial legal, finance and accounting experience. His current and prior service as both General Counsel and Chief Financial Officer of various companies provides the Board of Trustees with valuable insights with respect to finance, accounting, legal and corporate governance matters. He also has prior public company experience as a Chief Financial Officer and finance executive, as well as a director or trustee.

Jay H. Shah, Class I Trustee since January 2006 and Chief Executive Officer

Mr. Shah was named Chief Executive Officer and a trustee as of January 1, 2006. Prior thereto, Mr. Shah had served as the Company's President and Chief Operating Officer. Mr. Shah was a principal in the law firm of Shah & Byler, LLP, which he founded in 1997, and managing director of the Hersha Group. Mr. Shah previously was a consultant with Coopers & Lybrand LLP, served the late Senator John Heinz on Capitol Hill, and was employed by the Philadelphia District Attorney's office and two Philadelphia-based law firms. Mr. Shah received a bachelor of science degree from the Cornell University School of Hotel Administration, a masters degree from the Temple University School of Business Management and a law degree from Temple University School of Law. Mr. Shah is the son of Hasu P. Shah, the Company's Chairman of the Board, and the brother of Neil H. Shah, the Company's President and Chief Operating Officer.

The Board of Trustees has determined that Mr. Jay Shah's qualifications to serve on the Board of Trustees include his extensive experience in the lodging and real estate industry and his experience negotiating and structuring real estate transactions and real estate-related joint ventures, including in his role as a former practicing real estate attorney. Mr. Jay Shah has developed a broad network of hotel industry contacts and his experience includes serving as the Company's President and Chief Operating Officer.

Executive Officers

Biographical information for Hasu P. Shah, the Company's Chairman of the Board and Jay H. Shah, the Company's Chief Executive Officer, is set forth above under "—Board of Trustees."

Neil H. Shah, President and Chief Operating Officer

Mr. Neil H. Shah has served as the Company's President and Chief Operating Officer since 2006. Mr. Shah has led the Company's hotel acquisitions, development, and asset management platforms since 2000. Prior to Hersha, Mr. Shah served as a Director and Consultant with The Advisory Board Company and the Corporate Executive Board, strategy research firms based in Washington D.C. Mr. Shah has also worked with the Phipps Foundation in New York City contributing to urban renewal projects in New York City. Mr. Shah earned a Bachelor of Arts in Political Science and a Bachelor of Science in Management both with honors from the University of Pennsylvania and the Wharton School. He earned his MBA from the Harvard Business School. He serves on the Corporate Council for the National Constitution Center, the Barnes Foundation, and is a research sponsor at the Wharton Real Estate Center in Philadelphia. He is also a member of the Board of Directors of the Educational Foundation Institute and the Institutional Real Estate Finance Advisory Council (IREFAC) of the American Hotel & Lodging Association. Mr. Shah is an active supporter of the United Way Worldwide and a Director of its Leadership Council for India. Mr. Shah is the son of Hasu P. Shah, the Company's Chairman of the Board and brother of Jay H. Shah, the Company's Chief Executive Officer and Class I Trustee.

Ashish R. Parikh, Chief Financial Officer

Mr. Parikh has been the Company's Chief Financial Officer since 1999. Prior to joining the Company, Mr. Parikh was an Assistant Vice President in the Mergers and Acquisition Group for Fleet Financial Group where he developed valuable expertise in numerous forms of capital raising activities including leveraged buyouts, bank syndications and venture financing. Mr. Parikh has also been employed by Tyco International, Ltd. and practiced as a Certified Public Accountant with Ernst & Young LLP. Mr. Parikh received his M.B.A. from The Stern School of Business at New York University and a B.B.A. from the University of Massachusetts at Amherst. Mr. Parikh is currently a board member of the Philadelphia Real Estate Council, the Urban Affairs Coalition and a member of the Real Estate Capital Policy Advisory Committee of the Real Estate Roundtable.

Michael R. Gillespie, Chief Accounting Officer

Mr. Gillespie has served as the Company’s Chief Accounting Officer since 2005. Prior to joining Hersha Hospitality Trust, Mr. Gillespie was Manager of Financial Policy & Controls for Tyco Electronics Corporation, a global manufacturer of electronic components where he played a key role in developing the company’s Sarbanes-Oxley compliance program. He has also been a Senior Manager in the Audit and Assurance Practice at KPMG, LLP and Experienced Manager in the Audit and Business Advisory Practice at Arthur Andersen LLP. Mr. Gillespie received his business administration bachelors degree in accounting from Bloomsburg University of Pennsylvania. Mr. Gillespie is a licensed Certified Public Accountant. Mr. Gillespie is currently a board member of the United Way of the Capital Region, the Bloomsburg University Foundation, and the Foundation for Enhancing Communities and is a member of the Tax Policy Advisory Committee of the Real Estate Roundtable.

David L. Desfor, Treasurer and Corporate Secretary

Mr. Desfor has served as the Company’s Treasurer since December 2002 and as Corporate Secretary since April 2007. Previously, Mr. Desfor had been a principal and comptroller of the Hersha Group since 1992. Mr. Desfor previously co-founded and served as President of a hotel management company focused on conference centers and full service hotels. Mr. Desfor earned his undergraduate degree from East Stroudsburg University in Hotel Administration.

PROPOSAL ONE
ELECTION OF CLASS II TRUSTEES

The Board of Trustees consists of nine trusteeships with eight currently serving trustees and one vacancy. At this time, the Board of Trustees has elected not to fill this opening and will continue to evaluate the composition of the Board. The Company’s Declaration of Trust divides the Board of Trustees into two classes, as nearly equal in number as possible. At the annual meeting, shareholders are voting to elect four persons as Class II Trustees. Each Class II Trustee currently is serving a two-year term expiring at the annual meeting. Each Class I trustee was elected at the 2012 annual meeting and is serving a two-year term expiring at the 2014 annual meeting of shareholders. Generally, one full class of trustees is elected by the shareholders of the Company at each annual meeting.

The Board of Trustees, upon the recommendation of the Nominating and Corporate Governance Committee, nominated Hasu P. Shah, Dianna F. Morgan, Kiran P. Patel, and John M. Sabin for election at the annual meeting as Class II Trustees. Each of these nominees currently is serving as a Class II Trustee. If elected, these individuals will serve as Class II Trustees until the 2015 annual meeting of shareholders and until their successors are duly elected and qualified.

Unless you direct otherwise in the proxy card accompanying this proxy statement, the persons named as proxies will vote your proxy for all of the nominees named above. If any nominee becomes unavailable or unwilling to serve as a Class II Trustee, the persons named as proxies in the accompanying proxy card will vote your proxy for an alternate nominee that has been nominated by the Board of Trustees. Alternatively, the Board of Trustees may reduce the size of the Board of Trustees and the number of nominees standing for election as Class II Trustees at the annual meeting. Proxies will only be voted for the nominees named above or their alternates. Each nominee for election to the Board of Trustees as a Class II Trustee has indicated that he is willing to serve if elected. The Board of Trustees has no reason to doubt that any nominee for election will be unable or unwilling to serve if elected.

The Board of Trustees unanimously recommends a vote “FOR” each of the nominees for election as a Class II Trustee.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's trustees, executive officers and persons who own more than 10% of any registered class of the Company's equity securities ("10% Holders") to report their ownership of common shares and any changes in ownership to the SEC. These persons are also required by SEC regulations to furnish the Company with copies of these reports. Based solely on a review of the copies of such reports received by the Company and on written representations from certain reporting persons that no reports were required, or if required, such reports were filed on a timely basis for those persons, the Company believes that all such forms have been filed on a timely basis.

CORPORATE GOVERNANCE

Trustee Independence

The Company is subject to the corporate governance standards of the NYSE. Under these standards, a majority of the members of the Board of Trustees must be independent. The Board of Trustees has determined that the following trustees and trustee nominees are independent in accordance with the corporate governance standards of the NYSE: Ms. Morgan and Messrs. Hutchison, Landry, Leven and Sabin. As a result, a majority of the Board of Trustees is independent.

Majority Voting For Trustees in Uncontested Elections

The Company's Bylaws provide for the election of trustees in uncontested elections by a majority of the votes cast. Under this standard, a majority of the votes cast means the number of votes cast "for" a trustee's election exceeds the number of votes cast "against" that trustee's election. The Bylaws continue to provide for the election of trustees by a plurality of the votes cast if the number of nominees exceeds the number of trustees to be elected (a contested election).

The Company's Bylaws include a trustee resignation policy, establishing procedures under which any incumbent trustee who fails to receive a majority of the votes cast in an uncontested election will be required to tender his or her resignation to the Board of Trustees for consideration. As provided in the Bylaws, the Board of Trustees will act on any such resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the uncontested election results.

Meetings of the Board of Trustees; Executive Sessions

The Company's business is managed under the general direction of the Board of Trustees as provided by the Company's Bylaws and Maryland law. The Board of Trustees holds regular quarterly meetings during the Company's fiscal year and holds additional meetings as needed in the ordinary course of business. The Board of Trustees held a total of nine meetings during 2012. Each of the trustees attended at least 75% of the aggregate of (i) the total number of the meetings of the Board of Trustees and (ii) the total number of meetings of all committees of the Board on which the trustee then served.

The Company believes that it is important to promote open discussion among the independent trustees, and it schedules regular executive sessions in which those trustees meet without management and non-independent trustee participation. In 2012, the independent trustees met in executive session four times. Mr. Landry, who has been designated by the Board of Trustees as Lead Independent Trustee, chairs these executive sessions of the independent trustees.

Board Leadership Structure

The Board of Trustees believes that it is in the best interests of the Company that the roles of Chief Executive Officer and Chairman of the Board of Trustees be separated in order for the individuals to focus on their primary roles. The Company's Chief Executive Officer is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the Company, while the Company's Chairman of the Board of Trustees provides guidance to the Company's Chief Executive Officer, presides over meetings of the full Board of Trustees and, together with the Lead Independent Trustee, sets the agenda for Board of Trustees meetings. In the future, the Board of Trustees may determine that it would be in the best interests of the Company to combine the roles of Chief Executive Officer and Chairman of the Board of Trustees.

To promote the independence of the Board of Trustees and appropriate oversight of management and to demonstrate the Company's commitment to strong corporate governance, the Board of Trustees designates an independent, non-employee trustee to serve as the Lead Independent Trustee. As noted above, the Board of Trustees has currently designated Mr. Landry as the Lead Independent Trustee. Mr. Landry is expected to continue serving in this capacity following the annual meeting. In addition to chairing all executive sessions of the independent trustees, the Lead Independent Trustee presides at all meetings of the Board of Trustees at which the Chairman of the Board, the Chief Executive Officer and the President and Chief Operating Officer are not present, has the authority to call meetings of the independent trustees and has such other duties as the Board of Trustees may determine from time to time. All interested parties may communicate with the Lead Independent Trustee by following the procedure described below under "—Communications with the Board of Trustees."

Risk Oversight

The Board of Trustees and its committees play an important role in the risk oversight of the Company. The Board of Trustees and its committees are involved in risk oversight through its direct decision-making authority with respect to significant matters and the oversight of management. The Board of Trustees (or the appropriate committee in the case of risks that are under the purview of a particular committee) administers its risk oversight function by receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal, regulatory, strategic and reputational risks, and from the chairs of the Audit Committee and the Compensation Committee. In addition, the Board of Trustees administers its risk oversight function through the required approval by the Board of Trustees (or a committee thereof) of significant transactions and other decisions, including, among others, acquisitions and dispositions of properties, new borrowings, significant capital expenditures, refinancing of existing indebtedness and the appointment and retention of the Company's senior management.

While the Board of Trustees believes it is the job of the Company's senior management, including its Chief Executive Officer, to assess and manage the Company's exposure to risk, the Board of Trustees relies heavily on the Audit Committee and its Risk Sub-Committee to develop guidelines and policies to govern the process by which risk assessment and management is handled by the Company's senior management. The Audit Committee has a Risk Sub-Committee to assist the Audit Committee and the Board of Trustees in developing guidelines and policies related to risk assessment and management. The Risk Sub-Committee, which is chaired by Ms. Morgan, met four times in 2012. Senior management attended each meeting. Messrs. Landry and Sabin, both of whom serve on the Audit Committee, also serve on the Risk Sub-Committee. At each meeting of the Audit Committee, Ms. Morgan reports to the full Audit Committee on the discussions and findings of the Risk Sub-Committee and makes recommendations to the Audit Committee regarding steps the Company's senior management has taken to monitor and control major financial and other risk exposures. In addition, as discussed under "Compensation Discussion and Analysis—Compensation-Related Risk" below, the Compensation Committee meets with senior management to discuss compensation-related risks.

Committees of the Board of Trustees

The Board of Trustees presently has an Audit Committee, Compensation Committee, Acquisition Committee and a Nominating and Corporate Governance (NCG) Committee. The Board of Trustees may, from time to time, form other committees as circumstances warrant. These committees have authority and responsibility as delegated by the Board of Trustees.

Audit Committee

The Board of Trustees has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The current members of the Audit Committee are Mr. Sabin (Chair), Mr.

Hutchison, Mr. Landry and Ms. Morgan, all of whom meet the NYSE's and the SEC's standards of independence as currently in effect.

The Audit Committee is responsible for engaging the Company's independent auditors, reviewing with the independent auditors the plans and results of the audit engagement, approving professional services provided by the independent auditors, reviewing the independence and qualifications of the independent auditors, considering the range of audit and non-audit fees and reviewing the adequacy of the Company's internal accounting controls. The Audit Committee held eight meetings during 2012 and discussed relevant topics regarding financial reporting, auditing procedures and assessment and management of the Company's major financial and other risk exposures. The Board of Trustees has adopted a written charter for the Audit Committee, a current copy of which is available on the Company's website, www.hersha.com.

The Board of Trustees has determined that Mr. Sabin is an "audit committee financial expert" as that term is defined in the rules promulgated by the SEC pursuant to the Sarbanes-Oxley Act of 2002. See "Board of Trustees," for a list of the qualifications of Mr. Sabin. The Board of Trustees has also determined that each of the members of the Audit Committee is financially literate and at least one member of the Audit Committee has accounting or related financial management expertise, as such terms are interpreted by the Board of Trustees. For more information, please see "The Audit Committee Report" below.

Compensation Committee

The current members of the Compensation Committee are Mr. Hutchison (Chair), Mr. Leven, Ms. Morgan and Mr. Sabin, all of whom meet the NYSE's standards of independence as currently in effect. All of the members of the Compensation Committee are "non-employee" trustees within the meaning of Section 162(m) of the Code of 1986, as amended (the "Code"), and the applicable rules of the SEC and are "non-employee" trustees for the purposes of Rule 16b-3 under the Exchange Act. The Compensation Committee makes recommendations to the Board of Trustees with regard to compensation for the Company's executive officers and administers the Company's equity incentive plan. Subject to applicable law, the Compensation Committee may form and delegate its authority to subcommittees or executive officers when appropriate. The Compensation Committee held eight meetings during 2012 and discussed relevant topics regarding executive compensation and established a formal compensation plan for all officers and trustees. The Board of Trustees has adopted a written charter for the Compensation Committee, a current copy of which is available on the Company's website, www.hersha.com. For more information about the Compensation Committee, please see the "Compensation Discussion and Analysis" below.

Nominating and Corporate Governance (NCG) Committee

The current members of the NCG Committee are Mr. Leven (Chair), Mr. Landry, Ms. Morgan and Mr. Sabin, all of whom meet the NYSE's standards of independence as currently in effect . The NCG Committee recommends candidates for election as trustees and in some cases the election of officers. The NCG Committee also develops and recommends to the Board of Trustees a set of corporate governance guidelines and annually reviews these guidelines, considers questions of possible conflicts of interest of trustees and executive officers and remains informed about existing and new corporate governance standards mandated by the SEC and the NYSE. The NCG Committee held six meetings during 2012. The Board of Trustees has adopted a written charter for the NCG Committee, a current copy of which is available on the Company's website, www.hersha.com.

Acquisition Committee

The current members of the Acquisition Committee are Mr. Landry (Chair), Mr. Hutchison, Mr. Leven and Mr. Sabin, all of whom meet the NYSE's standards of independence as currently in effect. The Acquisition Committee establishes guidelines for acquisitions and dispositions to be presented to the Board of Trustees and leads the Board in its review of potential acquisitions and dispositions presented by management. The Acquisition Committee makes recommendations to the Board and senior management regarding potential acquisitions and dispositions and reviews due diligence reports prepared by management conducted on all potential acquisitions. The Acquisition Committee held four meetings during 2012. The Board of Trustees has adopted a written charter for the Acquisition Committee, a current copy of which is available on the Company’s website, www.hersha.com.

Availability of Corporate Governance Documents

The Company makes available on its website, www.hersha.com, current copies of its corporate governance documents, including charters of the Audit, Compensation, NCG and Acquisition Committees, its Corporate Governance Guidelines and its Code of Ethics. The Company will post any future changes to these corporate governance documents on its website and may not otherwise publicly file such changes. The Company's regular filings with the SEC and its trustees' and executive officers' filings under Section 16(a) of the Exchange Act are also available on the Company's website.

Trustee Nominating Process

The NCG Committee performs the functions of a nominating committee and will actively seek, screen and recommend trustee candidates for nomination by the Board of Trustees, consistent with criteria approved by the Board of Trustees, including, without limitation, strength of character, maturity of judgment, independence, expertise in the hospitality industry, experience as a senior executive or with corporate strategy initiatives generally, diversity and the extent to which the candidate would fill a present need on the Board of Trustees. The NCG Committee Charter describes the Committee's responsibilities, including seeking, screening and recommending trustee candidates for nomination by the Board of Trustees.

The charter of the NCG Committee provides that the NCG Committee will consider shareholder recommendations for trustee candidates. Shareholders should submit any such recommendations for consideration by the NCG Committee through the method described under "—Communications with the Board of Trustees" below. In addition, in accordance with the Company's Bylaws, any shareholder of record entitled to vote for the election of trustees at the applicable meeting of shareholders may nominate persons for election to the Board of Trustees if such shareholder complies with the notice procedures set forth in the Bylaws and summarized in "—Shareholder Proposals and Nominations for the 2014 Annual Meeting" below.

The NCG Committee does not have a formal policy with respect to diversity; however, the Board of Trustees and the NCG Committee believe that it is important that the trustee candidates represent key and diverse skill sets. The NCG Committee evaluates each candidate's qualifications to serve as a member of the Board of Trustees based on his or her skills and characteristics, as well as the composition of the board as a whole. In addition, the NCG Committee will evaluate a candidate's independence and diversity, age, skills and experience in the context of the board's needs. In addition to considering incumbent trustees, the NCG Committee identifies trustee candidates based on recommendations from the trustees, shareholders, management and others. The NCG Committee may in the future engage the services of third-party search firms to assist in identifying or evaluating trustee candidates. No such firm was engaged in 2012.

Communications with the Board of Trustees

Shareholders and other interested parties who wish to communicate with the Board of Trustees or any of its committees may do so by writing to the Lead Independent Trustee, Board of Trustees of Hersha Hospitality Trust, c/o Corporate Secretary, 44 Hersha Drive, Harrisburg, Pennsylvania 17102. The Corporate Secretary will review all communications received. All communications that relate to matters that are within the scope of the responsibilities of the Board of Trustees and its committees are to be forwarded to the Lead Independent Trustee. Communications that relate to matters that are within the scope of responsibility of one of the Board committees are also to be forwarded to the Chairperson of the appropriate committee. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any non-management trustee who wishes to review them.

Trustee Attendance at the Annual Meeting

The Board of Trustees has adopted a policy regarding trustee attendance at the annual meeting which specifies that all trustees should attend the annual meeting. All of the trustees that served on the Board of Trustees at the time of the 2012 annual meeting of shareholders were in attendance.

Code of Ethics

The Board of Trustees has adopted a Code of Ethics that applies to all of the Company's trustees, executive officers and employees. The Code of Ethics is posted on the Company's website, www.hersha.com. The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K relating to amendments to or waivers from the Code of Ethics granted to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and other executive officers by posting such information on the Company's website.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee was an officer or employee of the Company or any of its subsidiaries during 2012 or any prior period. No executive officer of the Company served as a member of the compensation committee or as a director of any company where an executive officer of such company is a member of the Compensation Committee or is a trustee of the Company.

TRUSTEE COMPENSATION

2012 Non-Management Trustee Compensation

In 2012, each non-management trustee was paid $30,000 for his or her service on the Board. In addition, the chair of the Audit Committee was paid $15,000. The chairs of the Acquisition Committee, the Compensation Committee and the NCG Committee were each paid an additional $7,500 and the chair of the Risk Sub-Committee was paid an additional $5,000. All of the non-management trustees were paid a $1,500 attendance fee for in-person and telephonic board meetings and a $1,000 attendance fee for in-person and telephonic committee meetings. The Company's Lead Independent Trustee was paid an annual fee of $10,000. As discussed in "Compensation Discussion and Analysis—Independent Compensation Consultant" below, the Compensation Committee engaged FPL Associates L.P. ("FPL") as its compensation consultant to assist it in reviewing and determining, among other things, the compensation paid to non-management trustees in 2012.

Non-management trustees may make a voluntary election to receive any portion of the annual cash retainer in the form of common equity valued at a 25% premium to the cash that would have been received, with the number of common shares issued in lieu of cash payments determined based on the per share volume weighted average trading price ("VWAP") of the Company's common shares on the NYSE for the 20 trading days prior to December 31, 2011, or $4.66 per share. These shares were issued on March 26, 2012. In addition, non-management trustees may make a voluntary election to receive any portion of the fees received for meeting attendance and service as Lead Independent Trustee or a committee or sub-committee chair in the form of common equity valued at a 25% premium to the cash that would have been received, with the number of common shares issued in lieu of cash payments determined based on the per share VWAP of the Company's common shares on the NYSE for the 20 trading days prior to December 28, 2012, or $4.82 per share. These shares were issued on December 28, 2012.

On June 5, 2012, each non-management trustee serving the Company on that date received a multi-year stock award for 1,800 restricted common shares which vest 33% on December 31, 2012, 33% on December 31, 2013, and 33% on December 31, 2014 (subject to continued service on each vesting date). On June 5, 2012 and December 28, 2012, the Company's non-management trustees received semi-annual grants of fully vested common shares that were issued under the Company's 2012 Equity Incentive Plan. Each grant had a value equal to approximately $22,500. To determine the number of common shares subject to each grant, the dollar amount of the grant was divided by the VWAP for the Company's common shares for a 20-trading day period prior to June 1, 2012 and December 28, 2012 and then rounded to the nearest 100 common shares. The 20-day VWAP used for the grant on June 5, 2012 was

$5.36, resulting in a grant of 4,200 fully vested common shares with a grant date fair value of $20,958 to Messrs. Elsztain, Hutchison, Landry, Leven, Patel and Sabin and Ms. Morgan. The 20-day VWAP used for the grant on December 28, 2012 was $4.82, resulting in a grant of 4,700 fully vested common shares with a grant date fair value of $23,171 to Messrs. Hutchison, Landry, Leven, Patel and Sabin and Ms. Morgan.

The Company reimburses all trustees for their reasonable out-of-pocket expenses incurred in connection with their service on the Board of Trustees. The Compensation Committee has determined that any executive officer who serves on the Board of Trustees will not receive any fees for service on the Board of Trustees.

The following table presents information relating to compensation of the non-management trustees for the fiscal year ended December 31, 2012:

Name	Fees Earned or Paid in Cash ($)	Stock Awards(1) ($)	Total ($)
Thomas S. Capello (2)	37,144	24,950	62,094
Daniel R. Elsztain (3)	39,164	20,958	60,122
Thomas J. Hutchison III	1,952	152,582	154,534
Donald J. Landry	43,978	110,518	154,496
Michael A. Leven (4)	25,966	53,111	79,077
Dianna F. Morgan	76,504	53,111	129,615
Kiran P. Patel	36,504	53,111	89,615
John M. Sabin	95,254	53,111	148,365

(1) See table below for additional disclosure of stock awards issued to non-management trustees.

(2) Mr. Capello elected not to stand for re-election at the 2012 annual meeting and his service to the Board of Trustees ceased on May 24, 2012.

(3) Mr. Elsztain resigned from the Board of Trustees on December 3, 2012. The 1,800 restricted common shares granted on June 5, 2012 and the 8,047 restricted common shares granted on March 26, 2012 based on Mr. Elsztain's election to receive his annual retainer in common shares were forfeited by Mr. Elsztain. At the time of his resignation, Mr. Elsztain received a cash payment for a pro rata portion of his annual retainer for his service to the Board of Trustees in 2012.

(4) Mr. Leven was elected to the Board of Trustees at the Company's 2012 annual meeting.

The following table presents information relating to stock awards included in the compensation of the non-management trustees for the fiscal year ended December 31, 2012:

			Shares Elected in Lieu of Cash Board Fees			
Name	Semi-Annual Share Grants (1) ($)	Multi-Year Share Award Grant (2) ($)	Annual Retainer(3) ($)	Lead Director and Committee Chair(4) ($)	Meeting Attendance(5) ($)	Total ($)
Thomas S. Capello (6)	24,950	-	-	-	-	24,950
Daniel R. Elsztain (7)	20,958	-	-	-	-	20,958
Thomas J. Hutchison III	44,129	8,982	43,856	9,589	46,026	152,582
Donald J. Landry	44,129	8,982	21,931	11,186	24,290	110,518
Michael A. Leven	44,129	8,982	-			53,111
Dianna F. Morgan	44,129	8,982	-	-	-	53,111
Kiran P. Patel	44,129	8,982	-	-	-	53,111
John M. Sabin	44,129	8,982	-	-	-	53,111

(1) Represents the aggregate grant date fair value of semi-annual share grants computed in accordance with FASB ASC 718. Common shares granted pursuant to these awards are fully vested on the grant date. The grant date fair value of the common shares granted on June 5, 2012 equals the number of common shares granted (4,200 common shares) multiplied by the closing common share price of $4.99 on the NYSE on the date of the grant. The grant date fair value of the common shares granted on December 28, 2012 equals the number of common shares granted (4,700 common shares) multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant.

(2) Represents the aggregate grant date fair value of multi-year share awards computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on June 5, 2012 equals the number of common shares granted (1,800 restricted common shares) multiplied by the closing common share price of $4.99 on the NYSE on the date of the grant.

(3) Represents the aggregate grant date fair value of shares elected to be received in lieu of all or a portion of a trustee's annual retainer computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on March 26, 2012 equals the number of common shares granted multiplied by the closing common share price of $5.45 on the NYSE on the date of the grant. The following trustees received shares by making this election: Mr. Hutchison (8,047 shares) and Mr. Landry (4,024 shares).

(4) Represents the aggregate grant date fair value of shares elected to be received in lieu of all or a portion of a trustee's Lead Director, Committee Chair fees computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on December 28, 2012 equals the number of common shares granted multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant. The following trustees received shares by making this election: Mr. Hutchison (1,945 shares) and Mr. Landry (2,269 shares).

(5) Represents the aggregate grant date fair value of shares elected to be received in lieu of all or a portion of a trustee's meeting attendance fees computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on December 28, 2012 equals the number of common shares granted multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant. The following trustees received shares

by making this election: Mr. Hutchison (9,336 shares) and Mr. Landry (4,927 shares).

(6) Represents the aggregate grant date fair value of 5,000 shares awarded on June 5, 2012 in acknowledgement of Mr. Capello's service as a trustee since the Company's inception, computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on December 28, 2012 equals the number of common shares granted multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant.

(7) Mr. Elsztain resigned from the Board of Trustees on December 3, 2012. Amount represents the aggregate grant date fair value of semi-annual share grants computed in accordance with FASB ASC 718. The grant date fair value of the common shares granted on June 5, 2012 equals the number of common shares granted (4,200 common shares) multiplied by the closing common share price of $4.99 on the NYSE on the date of the grant.

2013 Non-Management Trustee Compensation

On December 5, 2012, the Compensation Committee, based on the recommendations of FPL, approved the Company's 2013 compensation program for non-management trustees, effective as of January 1, 2013. The compensation program includes:

Annual Retainer – Non-management trustees will receive an annual retainer of $50,000.

Lead Director and Committee Chair Fees – For service in the capacity of Lead Director or committee chairperson, non-management trustees will receive an annual fee in the following amount:

Lead Director	$20,000
Audit Committee Chair	$20,000
Risk Sub-Committee Chair	$10,000
Compensation Committee Chair	$15,000
Nominating & Corporate Governance Chair	$10,000
Acquisition Committee Chair	$10,000

Committee Membership Fees – For service as a member of the Board's committees, non-management trustees, including committee chairpersons, will receive a fee in the following annual amount:

Acquisition Committee	$7,500
Audit Committee	$10,000
Risk Sub-Committee	$7,500
Compensation Committee	$10,000
Nominating & Corporate Governance Committee	$7,500

Annual Share Based Compensation – Each of the Company's non-management trustees will receive a semi-annual grant of common shares, each equal to a value to approximately $30,000. The number of shares issued for each fully vested grant will be determined based on the per share VWAP of the Company's common shares on the NYSE for the 20 trading days prior to the grant date.

Multi-year Share Based Compensation – On December 28, 2012, each non-management trustee received 2,000 restricted common shares which vest 33% on December 31, 2013, 33% on December 31, 2014, and 33% on December 31, 2015 (subject to continued service on the vesting date).

Trustees may make a voluntary election to receive any portion of the annual retainer, lead director and committee chair fees, and committee membership fees in the form of common equity valued at a 25% premium to the cash that would have been received.

Non-management Trustees are required maintain share ownership of at least five times their annual retainer and have three years from the date they are appointed to comply with share ownership quidelines.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis ("CD&A") section of this proxy statement explains the type and amount of compensation provided to the Company's "named executive officers" ("NEOs") in 2012, as well as the principles and processes that the Compensation Committee of the Board of Trustees follows in determining such compensation. The NEOs consist of the Company's Chief Executive Officer, the Company's Chief Financial Officer and the Company's three other most highly paid executive officers as of December 31, 2012.

The NEOs for 2012 are as follows:

Hasu P. Shah, the Company's Chairman of the Board;
Jay H. Shah, the Company's Chief Executive Officer;
Neil H. Shah, the Company's President and Chief Operating Officer;
Ashish R. Parikh, the Company's Chief Financial Officer; and
Michael R. Gillespie, the Company's Chief Accounting Officer.

Executive Summary

The Company is a self-advised real estate investment trust that owns interests in 63 hotels in major urban gateway markets including New York, Washington D.C., Boston, Philadelphia, Los Angeles and Miami totaling 9,129 rooms. The Company invests primarily in institutional grade hotels in central business districts, primary suburban office markets and stable destination and secondary markets in the Northeastern United States, Florida and select markets on the West Coast. The Company's primary strategy is to continue to acquire high quality, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers to entry in the Northeastern United States, Florida and other markets with similar characteristics.

The objective of the Company's executive compensation program is to attract, retain and motivate experienced and talented executives who can help maximize stockholder value. The Company believes that a significant portion of the compensation paid to executive officers should be closely aligned with the Company's performance on both a short-term and long-term basis. In addition, a significant portion of compensation should be in the form of equity in the Company to more fully align the interests of the Company's executives and its common shareholders and to mitigate any risks associated with pay for performance components of our compensation program.

Pay for Performance

Pay for performance is an important component of our compensation philosophy. Consistent with this focus, the Company's executive compensation program includes annual cash incentives, annual equity incentives and multi-year equity incentives.

Annual cash incentives are provided under the Company's Annual Cash Incentive Program ("Annual CIP") to all of the NEOs other than our Chairman, Mr. Hasu Shah. The purpose of the program is to reward achievement of annual goals and objectives and to provide at-risk, comprehensive pay opportunities linked to individual and company-wide performance on an annual basis. Eighty percent of the cash incentive is based on the achievement of Company-wide operational and financial goals, including the achievement of adjusted funds from operations ("AFFO") targets, AFFO multiple targets and fixed charge coverage ratio targets. The remaining 20% of the cash incentive is based on the achievement by each NEO of individual-specific operational and strategic goals.

Annual and multi-year equity incentives are provided under the Company's Annual Long-Term Incentive Program (the "Annual LTIP") and Multi-Year Long-Term Incentive Program (the "Multi-Year LTIP"). Consistent with prior years, the

Company must achieve certain financial performance goals during the performance period in order for Annual LTIP awards to be earned by the NEOs.

Under the Annual LTIP, performance is measured based on the Company's achievement of absolute and relative RevPAR growth. In addition, the Compensation Committee has discretion under the Annual LTIP to grant equity awards to the NEOs based on how the NEOs individually and as a group effected transactions that continued the transformation of the Company's portfolio and continued to strengthen the Company's financial position.

During the past several years, the Company has been focused on transforming its portfolio through strategic acquisitions and dispositions, improving its balance sheet and strategically accessing capital markets. Accomplishments in the year ended December 31, 2012 include, among other things, the following:

Achieved consolidated portfolio RevPAR growth of 8.1% consisting of average daily rate ("ADR") growth of 5.5% and occupancy growth of 182 basis points. This RevPAR growth, according to publicly available information, was 240 basis point higher than the median RevPAR growth for the 2012 Peer Group identified in "—Process for Determining Executive Compensation" below.

Reported AFFO of $0.38 per common share and common unit of limited partnership interest ("partnership unit") (or $0.44 per common share and partnership unit after adjustments for the issuance of 24 million common shares in May 2012 and to add back the impact of uncontrollable delays in development projects during the first quarter of 2012 caused by Hurricane Sandy.

Achieved EBITDA margins for the consolidated hotel portfolio of 40.4% which, according to publicly available information, was approximately 1,150 basis points above the median for the 2012 Peer Group identified in "—Process for Determining Executive Compensation" below.

Completed $28 million of renovation and return on investment projects at 17 hotel properties to better position the Company for the lodging cycle recovery.

Commenced development work on two new projects in Miami and New York City with a total value of approximately $125 million.

Accessed equity capital markets, raising approximately $134 million in gross proceeds from the sale of the Company's common shares at a discount of 1.6% to the previous day's closing price, one of the narrowest discounts for public equity raises in the lodging industry for 2012.

Refinanced or entered into $146 million of new debt financing on four properties.

Entered into a $550 million unsecured credit facility that allows the Company to significantly reduce its cost of capital by lowering its weighted average borrowing costs, saving approximately $2.5 million annually.

Continued to reposition the portfolio by focusing on the acquisition of hotels in high barrier to entry and major urban markets, including the acquisition of one hotel in Boston and one hotel in Philadelphia. In addition, we acquired the remaining interest in two hotels in June and August 2012 for which we had an unconsolidated joint venture interest.

Simplified the Company's capital structure by purchasing our joint venture partner's interest in two hotels and sold four joint venture assets reducing our forecasted EBITDA contribution from joint ventures to less than 10% for future periods.

Recycled capital by closing on the sale of 18 hotels in secondary and tertiary markets that the Company determined to be non-core.

Based on these and other measures specified in the Annual CIP and the Annual LTIP, the Company awarded the NEOs the performance-based compensation more fully described below under "—Annual Cash Incentive Program" and "—Annual Long-Term Incentive Program for 2012."

Under the Multi-Year LTIP, performance is measured based on the Company's achievement of absolute and total shareholder return relative to a predetermined peer group over a period that began on January 1, 2010 and concluded on December 31, 2012.

Stockholder Interest Alignment

We believe that our Annual LTIP and Multi-Year LTIP further enhance long-term shareholder value by incentivizing long-term performance and aligning the interests of the NEOs and the shareholders. In addition, paying a significant portion of an NEO's compensation in the form of restricted equity awards mitigates potential risks associated with pay-for-performance elements of compensation and is a helpful tool in retaining senior executives. Therefore, equity is a key component of the Company's executive compensation program, with annual equity awards ranging between 28% and 66% of the total compensation paid to or earned by the NEOs in 2012. All equity awards granted to the NEOs in 2012 were in the form of restricted common shares that once earned based on prior performance subsequently vest over time and therefore have a retention element once such shares have been earned. Before these shares are earned, as described above, significant value is at risk for the NEOs.

Compensation and Corporate Governance

The Compensation Committee believes that solid corporate governance should be reinforced through the Company's executive compensation programs.

As described under "—Contractual Arrangements" below, in early 2012, the Company amended the employment agreements with each applicable NEO:

- to eliminate all "gross-up" or indemnification payments to cover excise tax imposed on the applicable executive under Section 280G and Section 4999 of the Internal Revenue Code of 1986; and
- to reduce the change of control bonus payable to no more than 2.99 times the CEO and President's annual compensation.

As described under "—Stock Ownership Guidelines" below the Company has formal stock ownership guidelines that require:

- the Company's non-management trustees to own Company shares equal in value to at least five times the annual cash retainer paid to non-management trustees;
- the Company's executive officers to own Company shares equal in value to a multiple of such executive's base salary as follows: Chairman of the Board (4 times); Chief Executive Officer (6 times); President and Chief Operating Officer (6 times); Chief Financial Officer (3 times); and Chief Accounting Officer and all other executive officers (1 times); and
- the Company's executive officers to own Company shares received from vesting of share awards for a minimum of one year after the vesting date.

Additionally the Company has adopted the following policies with regard to share ownership and compensation that are intended to promote good corporate governance:

- hedging of Company shares is prohibited
- the Company may recover all or a portion of incentive compensation when an executive is found to have engaged in misconduct that results in a restatement.

Compensation Principles

The Compensation Committee designs and oversees the Company's compensation policies and approves compensation for the NEOs. Each year, the Compensation Committee's goal is to create an executive compensation program for the NEOs that is linked to the creation of shareholder value. To accomplish this goal, the executive compensation program for the NEOs is designed to:

- Support the Company's business strategy—The Compensation Committee seeks to align executive compensation programs for the NEOs with business strategies focused on long-term growth and sustained shareholder value. The programs are designed to motivate the NEOs to overcome challenges and exceed company goals.
- Pay for performance—The Compensation Committee places a large portion of the NEOs' pay "at risk" and dependent upon the achievement of specific corporate and individual performance goals. The Company pays higher compensation when goals are exceeded and lower compensation when goals are not met.
- Pay competitively—The Compensation Committee sets target compensation to be competitive with its peer group. We set "maximum" objectives that if achieved may place the compensation paid to the NEOs above the median compared to the peer group.

Compensation Objectives

In designing the executive compensation programs for the NEOs, the objectives are to:

- drive superior business and financial performance by designing programs that motivate the NEOs to achieve or exceed goals within their control;
- attract, retain and motivate the right people in the right job by rewarding NEOs that perform at a high level;
- align the long-term interests of the NEOs and the shareholders by building significant ownership of common shares into our annual and multi-year equity incentive programs;
- focus on long-term results, such as total shareholder return; and
- create a balanced executive compensation program that utilizes elements that discourage excessive risk taking.

Independent Compensation Consultant

The Compensation Committee engaged FPL during 2012 as its independent compensation consultant. FPL advised the Compensation Committee on the design of the Company's executive compensation program for 2012 and the amounts the Company should pay to the Chief Executive Officer and the other NEOs. FPL also provided the Compensation Committee with information on executive compensation trends, best practices and advice for potential improvements to the Company's executive compensation program. In addition, FPL advised the Compensation Committee on the design of the compensation program for the Company's non-employee trustees.

FPL does no work for management, receives no compensation from the Company other than for its work in advising the Compensation Committee and maintains no other economic relationships with the Company or any of its affiliates. From time to time, FPL receives input from the Company's Chief Executive Officer regarding the Company's strategic goals and the manner in which the executive compensation program should support these goals.

Process for Determining Executive Compensation

The Compensation Committee structures executive compensation for the NEOs so that total targeted annual compensation opportunities are competitive with comparable positions at companies considered to be the Company's peers. The Compensation Committee intends for the level of compensation for the NEOs to be competitive with the compensation offered by publicly held companies that are comparable to the Company with regard to size (based on total assets and market capitalization) and industry focus (publicly trading lodging companies, including REITs). The Compensation Committee believes this allows the Company to successfully attract and retain the high quality executive talent critical to the Company's long-term success.

In setting executive compensation for the NEOs in 2012, the Compensation Committee considered levels of compensation paid by the following group of publicly traded lodging companies (“2012 Peer Group”):

Company	Total Assets as of December 31, 2011	Market Capitalization as of December 31, 2011
Ashford Hospitality Trust ("AHT")	$3.6 billion	$544 million
Chatham Lodging Trust ("CLDT")	$0.5 billion	$149 million
Chesapeake Lodging Trust ("CHSP")	$1.0 billion	$497 million
DiamondRock Hospitality Company ("DRH")	$2.8 billion	$1,615 million
FelCor Lodging Trust Incorporated ("FCH")	$2.4 billion	$379 million
LaSalle Hotel Properties ("LHO")	$2.8 billion	$1,995 million
Pebblebrook Hotel Trust ("PEB")	$1.4 billion	$974 million
RLJ Lodging Trust ("RLJ")	$3.3 billion	$1,789 million
Strategic Hotels & Resorts, Inc. ("BEE")	$2.1 billion	$997 million
Sunstone Hotel Investors, Inc. ("SHO")	$3.1 billion	$956 million
25th Percentile	$1.6 billion	$509 million
50th Percentile	$2.6 billion	$965 million
75th Percentile	$3.0 billion	$1,461 million
Hersha Hospitality Trust (“HT”)	$1.6 billion	$829 million

The Compensation Committee, with input from management and the Compensation Committee’s outside independent compensation consultant, which was FPL in 2012, annually reviews the companies included in the peer group. Accordingly, the Compensation Committee may add or eliminate companies based on factors the Compensation Committee deems relevant. The primary criteria evaluated in the selection of the peer group include similarity of business strategy, scope of operations, total market capitalization and total assets. The Compensation Committee excluded certain lodging-focused, self-managed equity REITs that were larger and smaller than the companies named above in terms of total assets and market capitalization, such as Host Hotels & Resorts, Inc., Summit Hotel Properties, Inc. and Supertel Hospitality, Inc. For compensation programs directly attributed to 2012 performance, the Compensation Committee added RLJ Lodging Trust, a lodging-focused, self-managed equity REIT which became public in late 2011, since its operating results, total assets, and market capitalization are now comparable to those of lodging REITs that have longer operating histories.

In order to provide competitive executive compensation, the Compensation Committee seeks to provide total targeted annual compensation opportunities that approximate the 50th percentile of the peer group. Actual total compensation for any given year may be paid above or below the median for the peer group. Based on information provided to the Compensation Committee by FPL as of March 2011, the Compensation Committee determined that the total targeted annual compensation opportunity for each of the NEOs was competitive compared to the 2012 Peer Group.

The following table shows each element of the total annual compensation for 2011 for each NEO compared to the same information for the 2012 Peer Group:

Executive	Benchmark	Base Salary	Non-Equity Incentive	Equity Incentive	Total Annual Compensation
Hasu P. Shah	Chairman	3rd of 3	3rd of 3	2nd of 3	2nd of 3
Jay H. Shah	CEO	7th of 11	6th of 11	6th of 11	7th of 11
Neil H. Shah	COO	2nd of 7	2nd of 7	2nd of 7	2nd of 7
Ashish R. Parikh	CFO	3rd of 11	5th of 11	7th of 11	7th of 11
Michael R. Gillespie	CAO	2nd of 4	3rd of 4	3rd of 4	3rd of 4

Although the Compensation Committee seeks to provide total targeted annual compensation opportunities that approximate the 50th percentile of the 2012 Peer Group, the Compensation Committee does not rely exclusively on the 2012 Peer Group data in establishing target levels of compensation and does not have a rigid or formulaic process with regard to using peer data to set target levels of compensation (for example, assigning specific weights or values to each member of the 2012 Peer Group). Instead, the Compensation Committee uses the 2012 Peer Group data as one of many tools to assist the Compensation Committee. Survey information provided by FPL to the Compensation Committee assists the Compensation Committee in confirming the validity of the market competitiveness of the Company's executive compensation program and provides broader context to the 2012 Peer Group data, as well as provide data for positions where data for the 2012 Peer Group is not available from public filings with the SEC. In setting total target annual compensation opportunities for each NEO, the Compensation Committee considers the following factors:

- the competitive data (2012 Peer Group and survey data), focusing on the median of the data as a starting point;
- each NEO's past and continuing performance;
- each NEO's scope of responsibility and impact on the Company's performance and contribution to its long-term success;
- internal equity (i.e., an NEO's compensation levels relative to his or her peers, direct reports and supervisors);
- the Chief Executive Officer's recommendations for the other NEOs; and
- the views of the members of the Compensation Committee and the other members of the Board of Trustees on individual contribution based upon routine interaction with the NEOs on corporate and public reporting matters.

In making executive compensation determinations, the Compensation Committee generally considers the results of the most recent shareholder advisory vote on executive compensation. At the Company's 2012 annual shareholder meeting, approximately 97% of our shareholders approved, on an advisory basis, the Company's executive compensation with a vote of 126,406,471 shares "for", 4,008,460 shares "against", 76,804 shares "abstained" and 30,193,994 broker non-votes. The Compensation Committee also considered input received by investors and third party sources outside of the actual vote but in connection with the 2012 annual meeting. The Compensation Committee viewed the strong vote in favor of the Company's executive compensation as a validation of its compensation philosophy, including its emphasis on pay for performance and equity based compensation.

In summary, the Compensation Committee's process for setting total targeted annual compensation opportunities employs a flexible approach that responds to and adjusts for the evolving business environment. The Compensation Committee believes this approach permits the Company to respond to dynamics in the market for executive talent and provides the Company with flexibility in maintaining and enhancing the NEOs' engagement, focus, motivation and enthusiasm for the Company's long-term growth and sustained shareholder value.

Each of the NEOs' performance is evaluated in light of the Company's overall performance (as described in greater detail below) and non-financial goals and strategic objectives approved by the Committee and the Board of Trustees. For 2012, the Compensation Committee believed annual base salary and benefits when added to the potential variability of the annual cash and equity incentive programs and the multi-year equity incentive program provided an appropriate mix of financial security, risk and reward.

Interaction with Management

Our Compensation Committee regularly meets in executive sessions without management present. Executives generally are not present during Compensation Committee meetings, except, when requested, our Chief Executive Officer does attend all or part of certain Compensation Committee meetings. Our Chief Executive Officer, considering each of the performance factors outlined below under "Components of Executive Compensation," annually reviews the compensation for each named executive officer and makes recommendations to our Compensation Committee regarding any proposed adjustments. Recommendations, if any, for interim modifications to salaries are also based on the factors outlined above and are made by the Chief Executive Officer to the Compensation Committee. Final compensation decisions are ultimately made in the sole discretion of the Compensation Committee.

Components of Executive Compensation

In 2012, the components of executive compensation consisted of the following:

- base salary;
- annual incentives (cash bonuses);
- long-term incentives (annual and multi-year); and
- benefits.

Base Salary

Base salary provides the NEOs with a basic level of financial security and promotes the Compensation Committee's objectives by attracting and retaining top talent. Base salary increases for the Company's Chief Executive Officer are determined by the Compensation Committee and approved by the Board of Trustees. Base salary increases for the other NEOs are recommended by the Company's Chief Executive Officer and are subject to review and approval by the Compensation Committee.

In order to bring target total compensation for each of the NEOs closer to the median of the 2012 Peer Group, the Compensation Committee increased 2012 base salaries for the NEOs by between 7.5% and 8.7% over 2011 levels. Base salaries for the NEOs are as follows:

	2011 Base Salary	2012 Base Salary	Increase ($)	Increase (%)
Hasu P. Shah	$ 200,000	$ 215,000	$ 15,000	7.5 %
Jay H. Shah	$ 600,000	$ 650,000	$ 50,000	8.3 %
Neil H. Shah	$ 575,000	$ 625,000	$ 50,000	8.7 %
Ashish R. Parikh	$ 375,000	$ 405,000	$ 30,000	8.0 %
Michael R. Gillespie	$ 250,000	$ 270,000	$ 20,000	8.0 %

Following the increases, the Compensation Committee is satisfied that each NEO's base salary for 2012 was reasonable and appropriate based on each NEO's responsibilities and performance.

Annual Cash Incentive Program ("Annual CIP")

The purpose of the Annual CIP is to reward achievement of annual goals and objectives and provide at-risk, comprehensive pay opportunities linked to individual and company-wide performance on an annual basis. Each year, management proposes and the Compensation Committee evaluates and finalizes the annual goals and objectives, which are subsequently approved by the Board of Trustees. By using goals and objectives thoroughly reviewed by the

Board of Trustees, the Compensation Committee rewards participants for achieving performance levels that management has identified and the Board of Trustees are critical to creating and sustaining long-term shareholder value.

The Compensation Committee believe the Annual CIP provides the NEOs other than Mr. Hasu Shah, who has not historically participated in the program, with an incentive to excel at their individual job function and area of expertise in a manner that contributes to overall Company-wide performance, and to further align the financial interests of the participating NEOs with those of shareholders. The selected performance criteria include Company-wide performance goals and specific performance goals related to the job function of each participating NEO.

Key features of the Annual CIP include the following:

- a primary emphasis on (1) sustained Company-wide financial growth as measured by such metrics as adjusted funds from operations ("AFFO") per share, an AFFO multiple (defined as the closing sale price of the Company's common shares as reported by the NYSE on December 30, 2012 divided by AFFO per share for the year ended December 31, 2012), and (2) financial flexibility and balance sheet strength as measured by a fixed charge coverage ratio;
- a structured approach to determine awards by measuring against pre-established metrics; and
- the recognition of individual leadership achievements and contributions of participants by making a portion of the award subject to individual-specific performance goals.

The Compensation Committee, in conjunction with the Chief Executive Officer, reviews the annual cash incentive awards. Annual cash incentive awards are based on an evaluation of the performance, level of responsibility and leadership of the named executive officer in relation to overall corporate results.

For 2012, the Compensation Committee established the following mix of Company performance measures for the Annual CIP:

Component/Metric	Weighting
AFFO per share	30%
AFFO multiple	30%
Fixed charge coverage ratio	20%
Individual-specific performance objectives	20%

The following table summarizes the threshold, target and maximum levels of performance for each of the company-specific performance measures under the Annual CIP and the level of performance the Company achieved in 2012:

Component/Metric	Threshold	Target	Maximum	Actual 2012 Performance
AFFO per share(1)	$0.39 per share	$0.44 per share	$0.48 per share	$0.44 per share(2)
AFFO multiple(1)	11.5x	12.0x	12.5x	12.7x
Fixed charge coverage ratio(3)	1.65x	1.80x	1.95x	2.10x
Individual-specific performance objectives(4)	N/A	N/A	N/A	Met

(1) AFFO per share and the AFFO multiple are determined by calculating calculated funds from operations ("FFO") applicable to common shares and partnership units in accordance with the April 2002 National Policy Bulletin of the National Association of Real Estate Investment Trusts ("NAREIT"), which the Company refers to as the "White Paper." The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, plus

certain non-cash items, such as loss from impairment of assets and depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Management's interpretation of the NAREIT definition is that minority interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Management calculated AFFO, which reflects FFO in accordance with the NAREIT definition further adjusted by: (i) adding back write-offs of deferred financing costs on debt extinguishment, both for consolidated and unconsolidated properties; (ii) adding back amortization of deferred financing costs; (iii) making adjustments for the amortization of original issue discount/premium; (iv) adding back non-cash stock expense; (v) adding back acquisition and terminated transaction expenses; (vi) adding back FFO attributed to the Company's partners in consolidated joint ventures; and (vii) making adjustments to ground lease payments, which are required by GAAP to be amortized on a straight-line basis over the term of the lease, to reflect the actual lease payment.

(2) As reported, AFFO per common share and partnership unit was $0.38 for the year ended December 31, 2012. AFFO per common share and partnership unit of $0.44, for purposes of determining payouts under the Annual CIP, includes adjustments resulting from our common share offering in May 2012 and to add back the impact of uncontrollable delays in development projects during 2012 caused by Hurricane Sandy.

(3) Calculated as (i) consolidated adjusted earnings before income tax, depreciation and amortization ("Adjusted EBITDA"), divided by (i) the sum of (A) interest expense, plus (B) preferred share distributions. The Company's interpretation of Adjusted EBITDA is that EBITDA derived from its investment in unconsolidated joint ventures should be added back to net income (loss) as part of reconciling net income (loss) to Adjusted EBITDA. In addition, Adjusted EBITDA is adjusted to (i) add back write-offs of deferred financing costs on debt extinguishment, both for consolidated and unconsolidated properties; (ii) adding back non-cash stock expense; (iii) adding back impairment related expenses; and (iv) making adjustments to ground lease payments, which are required by GAAP to be amortized on a straight-line basis over the term of the lease, to reflect the actual lease payment.

(4) For purposes of the Annual CIP, the Compensation Committee utilized the following individual-specific performance objectives, which are the same objectives used for the 2009 and 2010 program:

Chief Executive Officer and Chief Operating Officer:

- meet with each of the top ten institutional investor accounts at least once in 2012;
- meet with the sales force of two different broker-dealers with significant retail customer bases in an effort to increase interest in the ownership of the Company's common shares; and
- completion of each subordinate's position-specific performance goals outlined below.

Chief Financial Officer and Chief Accounting Officer:

- complete all SEC filings on a timely basis and maintain full compliance with SEC rules and regulations;
- receive an unqualified opinion on the effectiveness of the Company's internal controls over financial reporting in connection with KPMG LLP's audit of the same; and
- have the Chief Accounting Officer accompany the Chief Executive Officer, the Chief Operating Officer and/or the Chief Financial Officer on at least four investor or lender meetings.

The Compensation Committee chose the performance targets described above to align the Annual CIP with the Company's 2012 goals and objectives as established by management and the Board of Trustees. The Compensation Committee chose the relative weights of the performance measures based on the Compensation Committee's desire to emphasize financial results while maintaining a focus on non-financial initiatives.

The Compensation Committee believes AFFO per share, an AFFO multiple and a fixed charge coverage ratio are appropriate and effective measures of annual Company-wide performance. The threshold level for each performance measure was set based on a level of performance that was believed to be achievable in order to motivate and retain the participating NEOs. The target level for each performance measure was set based on a level of performance that was believed to be aggressive, but obtainable. The maximum level for each performance measure was set based on a level of performance that was believed to be realizable, but only as a result of exceptional performance.

The Compensation Committee may take into account extraordinary, unusual or infrequently occurring events and transactions to adjust the performance goals used to determine whether or not the components of the Annual CIP are met. For example, the Compensation Committee may take into account effects of items that were not foreseen or contemplated when the performance goals were set by backing out the impact of such events on the performance goals being measured.

The Compensation Committee also retains the right to exercise discretion to reduce an incentive payout to ensure that payouts from the plan produce their desired result. The use of discretion was especially important at the time the performance measures were established. If the threshold is not achieved, the NEO could receive no Annual CIP payout.

The participating NEOs satisfied each of the individual-specific performance objectives described above. As a result, each of the participating NEOs was awarded the maximum cash bonus under each component of the Annual CIP with the exception of AFFO per share, which was awarded at the target level of performance. The following table indicates the amounts the participating NEOs may earn for threshold, target and maximum performance and the amount of the cash bonuses that were earned:

	Threshold (as a % of 2012 base salary)	Target (as a % of 2012 base salary)	Maximum (as a % of 2012 base salary)	Actual Bonus Earned (in dollars)	Actual Bonus Earned (as a % of 2012 base salary)
Jay H. Shah	75 %	100 %	150 %	$ 877,500	135 %
Neil H. Shah	75 %	100 %	150 %	$ 843,750	135 %
Ashish R. Parikh	50 %	75 %	125 %	$ 445,500	110 %
Michael R. Gillespie	25 %	50 %	75 %	$ 182,250	68 %

Annual Long-Term Incentive Program for 2012 (“Annual LTIP”)

The Compensation Committee adopted the Annual LTIP for the NEOs, pursuant to which the NEOs are eligible to earn equity awards in the form of stock awards or performance share awards. The Compensation Committee believes it is important to provide the NEOs with annual equity incentives to promote retention, incent sustainable growth and long-term value creation, and to further align the interests of the NEOs with those of shareholders by exposing the NEOs to stock price changes during the performance and vesting periods. Awards under the Annual LTIP are both “performance based” and “time based.”

The Company must achieve certain financial performance during the performance period in order for 60% of the award to be earned. The remaining portion of the award is granted at the discretion of the Compensation Committee based on its assessment of company and individual performance without regard to pre-defined performance criteria. If awards are earned, the common shares granted are subject to vesting over a four year period that begins on the first day of the performance period.

In March 2013, the Compensation Committee determined, based on information provided by management, that the Company had achieved the maximum level of performance for each of the RevPAR-specific performance measures under the Annual LTIP. The following table summarizes the threshold, target and maximum levels of performance for the Annual LTIP and the Company’s actual 2012 performance in relation to the RevPAR performa

Component/Metric	Weighting	Threshold	Target	Maximum	Actual 2012 Performance
Absolute RevPAR growth	30%	6.0%	7.0%	8.0%	8.10%
Relative RevPAR growth (1)	30%	2012 Peer Group median + 40 basis points	2011 Peer Group median + 65 basis points	2011 Peer Group median + 85 basis points	2012 Peer Group median + 240 basis points
Subjective (discretionary)	40%	N/A	N/A	N/A	Met

(1) Median (50th percentile) RevPAR growth for the 2012 Peer Group, based on publicly available data, was 5.7% for 2012. The Company's RevPAR growth for 2012 was 8.1%.

In assessing the subjective, discretionary element of the Annual LTIP, the Compensation Committee considered, in general, how the NEOs individually and as a group effected transactions that continued the transformation of the Company's portfolio and continued to strengthen the Company's financial position. The Compensation Committee believes that the NEOs performance in 2012 positioned the Company for continued growth in 2013.

The Compensation Committee also considered the following:

- the contributions of the NEOs in closing on the sale of a portfolio of 18 of hotels in secondary and tertiary markets that the Company deemed to be non-core assets in a difficult deal environment, hastening the transformation of the Company's portfolio;
- the contributions of the NEOs in completing the acquisition of hotels in high barrier to entry and major urban markets, including the acquisition of one hotel in Boston and one hotel in Philadelphia and the acquisition of the remaining interest in two hotels in June and August 2012 for which we had an unconsolidated joint venture interest;
- the contributions of the NEOs achieving EBITDA margins for the consolidated hotel portfolio of 40.4% which, according to publicly available information, significantly exceeded the median for the 2012 Peer Group;
- the contributions of the NEOs in completing a public offering of common shares in 2012, which provided equity necessary to execute its strategy of expanding its presence in its existing markets;
- the contributions of the NEOs in entering into a $550 million unsecured credit facility that allows the company to significantly reduce its cost of capital by lowering its weighted average borrowing costs, saving approximately $2.5 million annually;
- the contributions of the NEOs in refinancing or entering into $146 million of new debt financing on four properties while reducing the Company's overall leverage during 2012; and
- the contributions of the NEOs in completing $28 million of renovation and return of investment projects at 17 hotel properties to better position the Company for the lodging cycle recovery and the commencement of development work on two new projects in Miami and New York City with a total value approximating $125 million.

As a result of these contributions and the achievement of the maximum level of performance with respect to the specific performance measures established under the Annual LTIP, the Compensation Committee approved the following awards of restricted common shares for the NEOs in March 2013:

NEO	Dollar Value of Possible Equity Awards (Threshold to Maximum)	Dollar Amount of Annual LTIP Award (Maximum Performance)	Number of Restricted Common Shares Awarded(1)
Hasu P. Shah	$325,000 to $425,000	$425,000	88,174
Jay H. Shah	$950,000 to $1,350,000	$1,350,000	280,083
Neil H. Shah	$950,000 to $1,350,000	$1,350,000	280,083
Ashish R. Parikh	$315,000 to $450,000	$450,000	93,361
Michael R. Gillespie	$130,000 to $180,000	$180,000	37,344

(1) Determined by dividing the dollar amount of the award under the Annual LTIP at the maximum level of performance by $4.82, the per share volume weighted average trading price of the Company's common shares on the NYSE for the 20 trading days prior to and including December 31, 2012. The restricted common shares awarded to the NEOs pursuant to the Annual LTIP vest as follows: 25% on the date of grant and 25% on December 31,2013, 2014 and 2015.

Multi-Year, Long-Term Incentive Program ("Multi-Year LTIP")

On May 7, 2010, the Compensation Committee adopted a multi-year, long-term incentive program ("Multi-Year LTIP") and granted awards pursuant to the program to the NEOs. The awards pursuant to the Multi-Year LTIP consisted of agreements to award common shares where the number of common shares awarded is not determined until the end of a three-year performance period. In the case of the awards pursuant to the Multi-Year LTIP, once the awards are determined and made at the end of the three-year performance period, one-half of the awarded common shares remain subject to time-based forfeiture provisions.

The Compensation Committed adopted the multi-year LTIP because it wanted a simple and clear multi-year program based on long-term (more than one performance cycle) total shareholder return ("TSR"), computed on a compound annualized basis. The Compensation Committee believes TSR is a common metric utilized by publicly traded REITs in multi-year equity incentive programs. Noting that companies vary between reliance on absolute and relative TSR growth, the Compensation Committee, based on the recommendation of FPL, adopted a program that utilizes both absolute and relative TSR growth, with the absolute component having a larger overall weighting. Under the Multi-Year LTIP, if the Company's absolute TSR was negative then awards pursuant to the relative TSR metric would be reduced by 33%.

The Multi-Year LTIP has a three-year performance period, which commenced on January 1, 2010 and ended on December 31, 2012. In March 2013, the Compensation Committee determined, based on information provided by management, that the Company had achieved the maximum level of performance for each of the performance measures under the Multi-Year LTIP. The performance goals and weighting established by the Compensation Committee and the Company's actual performance in relation to the performance goals are as follows:

Metric	Weighting	Threshold	Target	Maximum	Actual Performance
Absolute TSR (compound annualized return)	75%	10.0%	12.0%	14.0%	22.0%
Relative TSR(1)	25%	Peer Group median - 150 basis points	Peer Group median + 50 basis points	Peer Group median + 250 basis points	Peer Group median + 1,390 basis points

(1) Represents compound annualized TSR of the Company compared to median TSR of a peer group consisting of the 2010 Peer Group calculated on a compound annualized basis.

Distributions on the common shares issued under the Multi-Year LTIP accumulated from the beginning of the performance period and are paid in cash when the common shares issued pursuant to the program vest. As a result of the achievement of the maximum level of performance with respect to the specific performance measures established under the Multi-Year LTIP, the Compensation Committee approved the following awards of restricted common shares and distributions for the NEOs in March 2013:

NEO	Threshold	Target	Maximum	Dollar Amount of Multi-Year LTIP Awarded (Maximum Performance)	Number of Restricted Common Shares Awarded(1)	Distributions on Common Shares Awarded(2)
Hasu P. Shah	$ 675,000	$ 900,000	$ 1,125,000	$ 1,125,000	398,936	$ 287,234
Jay H. Shah	$ 1,800,000	$ 2,400,000	$ 3,000,000	$ 3,000,000	1,063,830	$ 765,958
Neil H. Shah	$ 1,800,000	$ 2,400,000	$ 3,000,000	$ 3,000,000	1,063,830	$ 765,958
Ashish R. Parikh	$ 675,000	$ 900,000	$ 1,125,000	$ 1,125,000	398,936	$ 287,234
Michael R. Gillespie	$ 213,750	$ 285,000	$ 356,250	$ 356,250	126,330	$ 90,958

(1) Determined by dividing the dollar amount of the award under the Multi-Year LTIP at the maximum level of performance by $2.82, the per share volume weighted average trading price of the Company's common shares on the NYSE for the 20 trading days prior to and including December 31, 2009. The restricted common shares awarded to the NEOs pursuant to the Multi-Year LTIP vest as follows: 50% on the date of grant and 50% on December 31, 2013.

(2) Payments on distributions on common shares awarded are paid in accordance with the vesting of the common shares awarded to the NEO pursuant to the Multi-Year LTIP as follows: 50% on the date of issuance and 50% on December 31, 2013. Amounts to be paid are determined by multiplying the number of shares awarded under the

Multi-Year LTIP by $0.72, the distributions made to shareholders of record between January 1, 2010 and the date the shares were awarded.

Compensation expense related to the Multi-Year LTIP program has been recognized from the inception of the program on May 7, 2010 through December 31, 2013 in the Company's financial statements and is recognized in 2010 on the Summary Compensation Table in the "Executive Compensation" section below.

Benefits

Benefits are established based upon an assessment of competitive market factors and a determination of what is required to attract and retain talent, as well as provide long-term financial security to the Company's employees and their families. The Compensation Committee periodically considers benefit levels based on competitive influences, as well as the cost of the programs to the Company relative to the value to employees. The Company's primary benefits for executive officers include participation in the Company's health, dental and vision plans, 40l(k) plan and various insurance plans, including disability and life insurance, on the same basis as any other employee. The Company does not match employee contributions to its 401(k) plan, including contributions made by named executive officers.

2012 Realized Compensation

The table below supplements the Summary Compensation Table that appears in the "Executive Compensation" section below and shows the compensation realized for 2012 by each named executive officer.

Name and Principal Position	Salary(1)	Stock Awards(2)	Non-Equity Incentive Plan Compensation (1)	All Other Compensation (1)	Total
Hasu P. Shah	$215,000	$434,379	$ -	$ 2,494	$651,873
Jay H. Shah	$650,000	$1,445,272	$ 877,500	$ 4,365	$2,977,137
Neil H. Shah	$625,000	$1,445,272	$ 843,750	$ 17,540	$2,931,562
Ashish R. Parikh	$405,000	$534,064	$ 445,500	$ 17,540	$1,402,104
Michael R. Gillespie	$270,000	$153,938	$ 182,250	$ 17,540	$623,728

(1) Amounts shown equal the amounts reported in the "Salary," "Non-Equity Incentive Plan Compensation" and "All Other Compensation" columns of the Summary Compensation Table.

(2) Amounts shown represent the value of the stock awards that vested during 2012. The value is calculated by multiplying the number of shares vested by the closing price of the Company's common shares on the vesting dates, as noted in the "Executive Compensation - Option Exercises and Stock Vested Table for 2012" section below.

The difference between this supplemental table and the Summary Compensation Table presented in the "Executive Compensation" section below is primarily the method used to value stock awards. The table above values the stock awards using the closing price of our common shares on the date the shares vest. The amounts shown in the Summary Compensation Table for 2012 for stock awards reflect the grant date fair value of stock awards calculated in accordance with the FASB ASC 718 at the time the stock awards were deemed to be granted for accounting purposes.

Contractual Arrangements

The Company has entered into employment agreements with Hasu P. Shah, Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie. The terms of these employment agreements include provisions related to payments to be made to the officers for events related to changes of control of the Company. These employment agreements are described under "Agreements with Executive Officers and Potential Payments Upon Termination or Change-in-Control" below. The Compensation Committee believes it is appropriate for the Company to have an employment agreement with the executive officers to support stable and highly competent management on a long-term basis.

In early 2012, the Compensation Committee reviewed the continued suitability of the employment and change of control agreements. The Compensation Committee determined that the agreements should be amended to more fully align the interests of the executives and those of the shareholders in certain change of control transactions and to conform to emerging best practices. The amendments reflect the consideration by the Compensation Committee of the Board of the changing institutional investor views with respect to "gross up" provisions in executive employment agreements by making these provisions less favorable to the executive and less costly to the Company in the event of a change of control. As reported in our 2012 Proxy Statement, excise tax obligations resulting from "gross up" provisions in the Company's executive employment agreements were estimated to be $18.8 million based on December 31, 2011 calculations. The amendments to the agreements include:

for each named executive officer, the elimination of the excise tax indemnification provision with respect to "parachute payments" (as defined in Section 280G(b)(2)(A) of the Internal Revenue Code of 1986) and, in lieu thereof, the addition of a "modified cap" provision that would reduce payments due to an executive in connection with a change of control (as defined in the agreements) to avoid an excise tax liability if and only to the extent that a reduction will allow the named executive officer to receive a greater net after tax amount than executive would receive absent a reduction;

for Jay H. Shah, the reduction of the change of control bonus payable in the event of a termination without cause or such Executive's resignation for good reason (as defined in the agreements) within 12 months following a change of control (as defined in the agreements) from 4 times to 2.99 times Mr. Shah's annual compensation (as defined in the agreements); and

for Neil H. Shah, the reduction of the change of control bonus payable in the event of a termination without cause or such Executive's resignation for good reason (as defined in the agreements) within 12 months following a change of control (as defined in the agreements) from 3 times to 2.99 times Mr. Shah's annual compensation (as defined in the agreements).

The Compensation Committee believes that the employment agreements, as revised, serve the interests of the Company and its shareholders by ensuring that if a hostile or friendly change of control is ever under consideration, its executives will be able to advise the Board of Trustees about the potential transaction in the best interests of shareholders, without being unduly influenced by personal considerations, such as fear of the economic consequences of losing their jobs as a result of a change of control. The change of control agreements include so-called double triggers, which mean that benefits become available to executives under the agreements only upon a change of control followed by termination of the executive without cause or resignation by the executive for good reason. The Compensation Committee believes that a double trigger appropriately protects the legitimate interests of executives in employment security without unduly burdening the Company or shareholder value.

To induce the named executive officers to agree to the substantial reduction in benefits upon certain terminations following a change of control as described above, the Company, upon recommendation of the Compensation Committee of the Board, awarded certain restricted common shares to the named executive officer pursuant to the 2012 Equity Incentive Plan as follows:

Name	Number of Restricted Shares
Hasu P. Shah	62,408
Jay H. Shah	615,167
Neil H. Shah	255,010
Ashish R. Parikh	82,143
Michael R. Gillespie	20,867

None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. Vesting will accelerate upon a change of control or if the relevant executive's employment with the Company were to terminate for any reason other than for cause (as defined in the agreements). The grant of these restricted shares are reflected in the Summary Compensation Table for 2012 included in the "Executive Compensation" section below and reflect the grant date fair value of stock awards calculated in accordance with the FASB ASC 718 at the time the stock awards were deemed to be granted for accounting purposes.

Stock Ownership Guidelines

To further align the interests of the Company's trustees and executive officers with the interests of our shareholders, the Board has established minimum share ownership guidelines that apply to all non-management trustees and named executive officers. Non-management trustees are required to own Company shares equal in value to at least five times the annual cash retainer paid to non-management trustees. In addition, the Company's executive officers are required to own Company shares equal in value to a multiple of such executive's base salary as follows: Chairman of the Board: 4 times; Chief Executive Officer: 6 times; President and Chief Operating Officer: 6 times; Chief Financial Officer: 3 times; and Chief Accounting Officer and all other named executive officers: 1 times.

All trustees and executives are expected to achieve this minimum ownership within three years of assuming the relevant positions with the Company. For the purpose of these guidelines, a person shall be deemed to own all Company shares beneficially owned by such person within the meaning of the United States federal securities laws, including for these purposes preferred shares of the Company, common shares of the Company, operating partnership units in Hersha Hospitality Limited Partnership and other securities issued by the Company or its subsidiaries that are exercisable for, convertible into or exchangeable for common shares of the Company.

Compensation-Related Risk

The Compensation Committee oversees the compensation policies and plans for all employees. The Company's senior management, at the request of the Compensation Committee, has assessed the Company's compensation programs and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company.

As part of its annual risk assessment, the Company's senior management, with assistance from the Company's outside counsel, analyzed whether the Company's compensation policies and practices, including non-executive officer compensation practices, could reasonably have a material adverse effect on the Company. This assessment focused primarily on the design of the Company compensation programs and practices for executive officers and employees as it relates to the business risks that the Company faces. Specifically, management considered the fact that employees, other than the named executive officers who participate in the executive compensation program described in this proxy statement, receive only a small percentage of their total compensation in the form of variable, performance-based compensation. Further, performance-based compensation to executive officers is primarily in the form of equity awards, which the Company believes encourages actions for long term shareholder value, rather than short term risk-taking that could materially and adversely affect the Company's business. The Company's senior management also considered the active role played by the Compensation Committee and the overall design of the executive compensation program, which the Company's senior management believes encourages an appropriate level of risk taking, creates long-term shareholder value and avoids unnecessary or excessive levels of enterprise risk.

In addition, the Company's senior management discussed, both internally and with the Company's outside counsel, its assessment of the Company's compensation practices and programs and whether those practices and programs create risks that could reasonably be expected to have a material adverse affect on the Company. Based on its assessment, the Company's senior management has concluded that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company. Upon completion of the risk assessment, the Company's senior management reported its findings to the Compensation Committee and discussed with the Compensation Committee those findings in light of the disclosure requirements under applicable SEC rules.

2013 Executive Compensation Program

The Compensation Committee, in consultation with FPL, has conducted a comprehensive review of the Company's executive compensation arrangements, including a comparison of compensation practices at several peer companies. As a result of that review, and in preserving the previously stated Compensation Philosophy, on April 15, 2013, the Compensation Committee adopted the 2013 executive compensation program for the NEOs as indicated below.

Base Salary

The Compensation Committee and the independent consultant undertook a review of base salary practices at peer companies. Based on that review, in furtherance of the Committee's philosophy of targeting the 50th percentile of compensation practices at peer companies, and taking into consideration the Company's recent performance, the Committee determined to increase 2012 base salaries for the NEOs by between 4.6% and 5.6% over 2012 levels. Base salaries for 2013 for the NEOs are as follows: Mr. Hasu Shah—$225,000 (a 4.7% increase over 2012); Mr. Jay Shah—$680,000 (a 4.6% increase over 2012); Mr. Neil Shah—$655,000 (a 4.8% increase over 2012); Mr. Parikh—$425,000 (a 4.9% increase over 2012); and Mr. Gillespie—$285,000 (a 5.6% increase over 2012).

2013 Annual Cash Incentive Program ("2013 Annual CIP")

Except for Mr. Hasu Shah, who does not participate in the Company's annual cash bonus plan, each of the NEOs is eligible to receive a cash bonus for 2013 based upon the achievement of certain Company and individual-specific performance goals. Consistent with the 2012 Annual CIP, 80% of the award will be based on the achievement of Company performance goals relative to AFFO per share and partnership unit (30%), an AFFO multiple (30%) and a fixed charge coverage ratio (20%). The final twenty percent of the award will be based on the achievement of individual-specific performance goals. If minimum threshold goals are not met, the NEO could receive no bonus. Minimum payouts to be made to the NEOs for achieving the performance goals range from 25% to 75% of the participating NEOs' 2013 base salary. Maximum payouts to be made to the NEOs for achieving the maximum performance goals range from 75% to 150% of the participating NEOs' 2013 base salary. The Committee retains discretion to determine the actual payout within the range established for each NEO if the Company and individual-specific performance goals are achieved for the 2013 performance year.

The possible ranges of cash bonus compensation under the 2013 Annual CIP are as follows:

NEO	Range of Possible Cash Bonus
Jay H. Shah	$510,000 to $1,020,000
Neil H. Shah	$491,250 to $982,500
Ashish R. Parikh	$212,500 to $531,250
Michael R. Gillespie	$71,250 to $213,750

2013 Annual Long-Term Equity Incentives

Consistent with the 2012 program, the Compensation Committee adopted an annual long-term equity incentive plan ("2013 Annual LTIP") for the NEOs, pursuant to which the NEOs will be eligible to earn equity awards in the form of stock awards or performance share awards. The equity awards for 2013 will be determined and granted to the NEOs in the first quarter of 2014. Forty percent of the award will be made, subject to the sole discretion of the Committee, if the NEO is employed by the Company on the date awards are determined. Thirty percent of the award will be based on RevPAR growth in 2013 on an absolute basis. The final 30% of the award will be based on RevPAR growth in 2013 relative to a group of peer companies. To assess RevPAR growth relative to the peer group, the peer group will comprise Ashford Hospitality Trust, Chatham Lodging Trust, Chesapeake Lodging Trust, DiamondRock Hospitality Co., FelCor Lodging Trust, Inc., Lasalle Hotel Properties, Inc., Pebblebrook Hotel Trust, RLJ Lodging Trust, Strategic Hotels & Resorts, Inc., and Sunstone Hotel Investors, Inc. ("2013 Peer Group"). All of the common shares subject to these equity awards will be granted subject to time-based forfeiture restrictions that will lapse over a four-year period.

The equity awards for the 2013 Annual LTIP will be made pursuant to the Company’s 2012 Equity Incentive Plan or any other equity incentive plan approved by the Company’s shareholders. The equity awards for 2013 will be based on a specified dollar amount for each NEO divided by the 20-day volume weighted average closing price of the Company’s common shares on the New York Stock Exchange as of December 31, 2012. The following table sets forth the potential equity awards for the 2013 Annual LTIP, in terms of dollar value, that each NEO may earn:

NEO	Dollar Value of Possible Equity Awards
Hasu P. Shah	$340,000 to $444,000
Jay H. Shah	$993,000 to $1,411,000
Neil H. Shah	$993,000 to $1,411,000
Ashish R. Parikh	$330,000 to $470,000
Michael R. Gillespie	$136,000 to $188,000

2013 Multi-Year Long-Term Equity Incentives

The Compensation Committee adopted a multi-year, long-term incentive program (“2013 Multi-Year LTIP”) and granted awards pursuant to the program to the NEOs. The awards pursuant to the 2013 Multi-Year LTIP consisted of agreements to award common shares where the number of shares awarded is not determined until the end of a three-year performance period. Fifty percent of the award will be based on TSR achieved over the performance period, which commences on January 1, 2013 and ends on December 31, 2015, on an absolute basis. Twenty five percent will be based on TSR achieved over the same performance period relative to the TSR achieved by the 2013 Peer Group. The remaining 25% will be based on RevPAR growth achieved over the same performance period relative to the RevPAR growth achieved by the 2013 Peer Group. Once the awards have been determined and shares have been issued, one-half of the awarded shares will remain subject to time-based forfeiture provisions. The shares awarded for the 2013 Multi-Year LTIP will be determined and issued to the NEOs in the first quarter of 2016.

The equity awards for the 2013 Multi-Year LTIP will be made pursuant to the Company’s 2012 Equity Incentive Plan or any other equity incentive plan approved by the Company’s shareholders. The number of shares awarded for 2013 Multi-Year LTIP will be based on a specified dollar amount for each NEO divided by the 20-day volume weighted average closing price of the Company’s common shares on the New York Stock Exchange as of December 31, 2012. The following table sets forth the potential equity awards for the 2013 Multi-Year LTIP, in terms of dollar value, that each NEO may earn:

NEO	Dollar Value of Possible Equity Awards
Hasu P. Shah	$225,000 to $375,000
Jay H. Shah	$600,000 to $1,000,000
Neil H. Shah	$600,000 to $1,000,000
Ashish R. Parikh	$225,000 to $375,000
Michael R. Gillespie	$71,250 to $118,750

Distributions on the common shares issued under the 2013 Multi-Year LTIP accumulate from the beginning of the performance period and are paid in cash when the common shares issued pursuant to the program vest. It is the Compensation Committee’s intention to make the multi-year long term incentive program a rolling program such that a similar program is expected to be put in place in 2014 with a performance period that would commence on January 1, 2014 and end on December 31, 2016.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management and, based on such review and discussion, the Compensation Committee recommends to the Board of Trustees that it be included in this proxy statement.

COMPENSATION COMMITTEE,

Thomas J. Hutchison III (Chair)
Michael A. Leven
Dianna F. Morgan
John M. Sabin

April 19, 2013

EXECUTIVE COMPENSATION

Summary Compensation Table for 2012

The following table presents information relating to total compensation of the named executive officers for the fiscal year ended December 31, 2012.

Name and Principal Position	Year	Salary	Stock Awards(1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation (3)	Total
Hasu P. Shah	2012	$ 215,000	$ 866,007	$ -	$ 2,494	$ 1,083,501
Chairman of the Board of Trustees	2011	200,000	467,812	-	2,494	670,306
	2010	150,000	1,868,500	-	5,362	2,023,862
Jay H. Shah	2012	$ 650,000	$ 5,031,457	$ 877,500	$ 4,365	$ 6,563,322
Chief Executive Officer	2011	600,000	1,461,908	810,000	4,365	2,876,273
	2010	525,000	5,550,179	656,250	4,330	6,735,759
Neil H. Shah	2012	$ 625,000	$ 3,061,399	$ 843,750	$ 17,540	$ 4,547,689
President and Chief Operating Officer	2011	575,000	1,461,908	776,250	17,540	2,830,698
	2010	500,000	5,550,179	625,000	17,540	6,692,719
Ashish R. Parikh	2012	$ 405,000	$ 1,004,820	$ 445,500	$ 17,540	$ 1,872,860
Chief Financial Officer	2011	375,000	502,899	412,500	17,540	1,307,939
	2010	325,000	1,937,032	325,000	17,540	2,604,572
Michael R. Gillespie	2012	$ 270,000	$ 336,339	$ 182,250	$ 17,540	$ 806,129
Chief Accounting Officer	2011	250,000	187,126	168,750	17,540	623,416
	2010	227,500	625,959	113,750	17,540	984,749

(1) The amounts in "Stock Awards" for 2012 reflect the aggregate grant date fair value of common shares, some of which are subject to time-based forfeiture restrictions, issued to the named executive officers in March 2013 pursuant to the 2012 Annual LTIP following completion of the one-year performance period. The aggregate grant date fair value of these stock awards has been computed in accordance with FASB ASC Topic 718. These amounts are based on the maximum level of performance established by the Compensation Committee, which the Compensation Committee determined had been achieved. The performance levels are described in "Compensation Discussion and Analysis— Components of Executive Compensation." The aggregate grant date fair value of these awards was determined by multiplying the number of common shares granted to the named executive officer by $5.95, the closing price of the Company's common shares on the NYSE on March 20, 2013.

Also included in "Stock Awards" for 2012 is the aggregate grant date fair value of common shares, which are subject to time-based forfeiture restrictions, issued to the named executive officers in April 2012. These shares were granted to induce the NEOs to agree to the substantial reduction in benefits upon certain terminations following a change of control as described "Compensation Discussion and Analysis— Contractual Arrangements." None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. The aggregate grant date fair value of these stock awards has been computed in accordance with FASB ASC Topic 718. The aggregate grant date fair value of these awards was determined by multiplying the number of common shares granted to the named executive officer by $5.47, the closing price of the Company's common shares on the NYSE on April 18, 2012.

(2) As described in "Compensation Discussion and Analysis— Components of Executive Compensation" above, the amounts in the "Non-Equity Incentive Plan Compensation" column for 2012 represent the actual amounts paid to the named executive officers other than Mr. Hasu Shah pursuant to the Company's Annual CIP for 2012. A portion of these amounts were paid to the named executive officers other than Mr. Hasu Shah in December 2012 based on estimates made at that time with the remaining amounts that were earned paid in March 2013 after the performance period had been completed and the actual level of performance had been determined. The estimated possible payouts under this program appear under the column "Estimated Possible Payouts Under Non-Equity Incentive Plan Awards" in the Grants of Plan-Based Awards Table.

(3) Includes insurance premiums paid by the Company for medical, dental and life insurance benefits.

Total compensation for 2012 exceeded total compensation for 2011 primarily due to aggregate grant date fair value of restricted share awards issued pursuant to the 2012 Equity Incentive Plan to induce the named executive officers to agree to the substantial reduction in benefits upon certain terminations following a change of control as described above in the section entitled "Contractual Arrangements." The amounts in "Stock Awards" for 2012 include the aggregate grant date fair value of these restricted share awards. The aggregate grant date fair value of the right to receive equity awards under the Multi-Year LTIP was $341,372 for Mr. Hasu Shah, $3,364,963 for Mr. Jay Shah, $1,394,905 for Mr. Neil Shah, $449,322 for Mr. Parikh and $114,142 for Mr. Gillespie. None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance.

Total compensation for 2010 exceeded total compensation for 2011 primarily due to aggregate grant date fair value of performance-based awards under the Multi-Year LTIP. The amounts in "Stock Awards" for 2010 include the aggregate grant date fair value of the right to receive common shares following completion of the three-year performance period under the Multi-Year LTIP. The aggregate grant date fair value of the right to receive equity awards under the Multi-Year LTIP was $1,524,028 for Mr. Hasu Shah, $4,064,070 for Mr. Jay Shah, $4,064,070 for Mr. Neil Shah, $1,524,028 for Mr. Parikh and $482,609 for Mr. Gillespie. These amounts are based on the probable outcome of the performance conditions established by the Compensation Committee in May 2010, which are described in "Compensation Discussion and Analysis— Components of Executive Compensation" above, and assumes the maximum level of performance has been achieved for the Multi-Year LTIP. For a discussion of the assumptions used in determining the grant date fair value of the right to receive equity awards under the Multi-Year LTIP, see Note 9 ("Share-Based Payments") to the Company's audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2012.

As described in "Compensation Discussion and Analysis— Components of Executive Compensation" above, the Company does not grant equity awards under the 2012 Annual LTIP or the 2010 Multi-Year LTIP until the applicable performance period has been completed and the actual level of performance achieved has been determined. The performance period under the 2012 Annual LTIP began on January 1, 2012 and was completed on December 31, 2012. On March 7, 2013, the Compensation Committee determined that the named executive officers had achieved the maximum level of performance under the 2012 Annual LTIP and awarded an aggregate of 779,045 restricted common shares to the named executive officers. The performance period under the 2010 Multi-Year LTIP began on January 1, 2010 and ended December 31, 2012. On March 7, 2013, the Compensation Committee determined that the named executive officers had achieved the maximum level of performance under the 2010 Multi-Year LTIP and awarded an aggregate of 3,051,862 restricted common shares to the named executive officers. Issuances under the 2012 Annual LTIP appear under the column "Estimated Future Payouts Under Equity Incentive Plan Awards" in the Grants of Plan-Based Awards Table for 2012.

Grants of Plan-Based Awards Table for 2012

The following table presents information regarding grants of plan-based awards to the named executive officers during the fiscal year ended December 31, 2012. For more information regarding grants of plan-based awards, see "Compensation Discussion and Analysis" above.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Othe Stoc Awar Num of Share of Stock (4)
Name	Type of Award (1)	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold ($)	Target ($)	Maximum ($)	(#
Hasu P. Shah	ALTIP	4/16/2012				325,000	375,000	425,000	
	Contract Amendment	4/18/2012							62,4
Jay H. Shah	ACIP	4/16/2012	487,500	650,000	975,000				
	ALTIP	4/16/2012				950,000	1,200,000	1,350,000	
	Contract Amendment	4/18/2012							615,
Neil H. Shah	ACIP	4/16/2012	468,750	625,000	937,500				
	ALTIP	4/16/2012				950,000	1,200,000	1,350,000	
	Contract Amendment	4/18/2012							255,
Ashish R. Parikh	ACIP	4/16/2012	202,500	303,750	506,250				
	ALTIP	4/16/2012							