

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
February 10, 2015

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

FORM 8-K  
CURRENT REPORT

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

Date of Report (date of earliest event reported): February 10, 2015

ASHFORD HOSPITALITY TRUST, INC.  
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	001-31775 (Commission File Number)	86-1062192 (IRS employer identification number)
-------------------------------------------------------------------------------	------------------------------------------	-------------------------------------------------------

14185 Dallas Parkway, Suite 1100 Dallas, Texas (Address of principal executive offices)	75254 (Zip code)
-----------------------------------------------------------------------------------------------	---------------------

Registrant's telephone number, including area code (972) 490-9600

Check the appropriated box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14-a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01 REGULATION FD DISCLOSURE.

On February 10, 2015, Ashford Hospitality Trust, Inc. ("Ashford Trust" or the "Company") announced that the Company's underwriter has exercised in part its option to purchase additional shares of common stock in connection with its previously announced offering of common stock. The underwriter exercised its option to purchase an additional 1,029,450 shares of common stock from the Company at a price of \$10.65 per share less the underwriting discount. In total, the Company sold 10,529,450 shares of common stock.

The press release announcing the partial exercise of the underwriter's option to purchase additional shares of common stock in connection with the Company's previously announced offering of common stock is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number	Description
----------------	-------------

99.1	Press Release of the Company, dated February 10, 2015, furnished under Item 7.01, announcing the partial exercise of the underwriter's option.
------	------------------------------------------------------------------------------------------------------------------------------------------------

---

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 10, 2015

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General Counsel