

ASHFORD HOSPITALITY TRUST INC

Form 8-K

May 03, 2017

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): May 3, 2017

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 REGULATION FD DISCLOSURE.

On May 3, 2017, Ashford Hospitality Trust, Inc. (the "Company" or "Ashford Trust") issued a press release announcing that given FelCor Lodging Trust Incorporated's ("FelCor") announced merger agreement with RLJ Lodging Trust ("RLJ"), Ashford Trust is abandoning its efforts to merge with FelCor. Ashford Trust also announced that it is withdrawing its preliminary proxy statement and proposed slate of seven independent directors for election to FelCor's Board of Directors at FelCor's 2017 Annual Meeting of Stockholders.

While Ashford Trust continues to believe that its offer would have been more attractive to shareholders than the RLJ offer, the Company has determined that there is no cost-effective, actionable path forward toward an agreement and has withdrawn its non-binding proposal. The Company believes that it exercised significant strategic and financial discipline in seeking ways to maximize shareholder value. The Company plans to opportunistically liquidate its investment in FelCor stock over time. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit

Number Exhibit Description

99.1 Press Release of the Company, dated May 3, 2017, furnished under Item 7.01.

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SIGNATURE

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

Dated: May 3, 2017

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General Counsel