

ASHFORD HOSPITALITY TRUST INC

Form 8-K

September 05, 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): September 5, 2017

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

001-31775 86-1062192

(Commission (IRS employer

File Number) 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 14a-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 September 5, 2017, Ashford Hospitality Trust, Inc. (the "Company") issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference, regarding the partial redemption of the Company's 8.45% Series D Cumulative Preferred Stock, par value \$0.01 per share (the "Series D Preferred Stock") described below in Item 8.01.

The information in this Item 7.01 and Exhibit 99.1 attached hereto are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section, nor shall they be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 8.01 OTHER EVENTS.

On September 5, 2017, the Company announced that on October 4, 2017 (the "Redemption Date") the Company intends to redeem 379,036 shares of its Series D Preferred Stock (the "Redeemed Stock") at a redemption price of \$25.00 per share, plus accrued and unpaid dividends from July 1, 2017 through the Redemption Date, in an amount equal to \$0.551598 per share, for a total redemption price of \$25.551598 per share. The redemption of the Redeemed Stock is conditioned upon the closing by the Company of the overallotment on its previously announced offering of Series H Cumulative Preferred Stock.

Upon redemption, the shares of Redeemed Stock will no longer be outstanding, and all rights of the holders with respect to such shares of Redeemed Stock will terminate, except the right of the holders to receive the cash payable upon such redemption, without interest. All shares of Redeemed Stock are held in book-entry form through the Depository Trust Company ("DTC") and will be redeemed in accordance with the procedures of DTC. The shares of Redeemed Stock will be redeemed pro rata from the holders of record of such shares in proportion to the number of such shares held by such holders.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number	Description
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99.1	<u>Press Release dated September 5, 2017 issued by Ashford Hospitality Trust, Inc.</u>
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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: September 5, 2017

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General Counsel