

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
April 14, 2014

**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): **April 9, 2014**

**ASHFORD HOSPITALITY TRUST, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of Incorporation)

**001-31775**  
(Commission File Number)

**86-1062192**  
(I.R.S. 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**

## Edgar Filing: ASHFORD HOSPITALITY TRUST INC - Form 8-K

Check the appropriate 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))
-

**Item 8.01 OTHER EVENTS**

Reference is hereby made to the registration statement of Ashford Hospitality Trust, Inc. (the Company ) on Form S-3 (File No. 333-181499), which became effective as of May 17, 2012, pursuant to which the Company registered the sale of debt and equity securities in accordance with the provisions of the Securities Act of 1933, as amended. Reference is also hereby made to the prospectus and the related prospectus supplement, which was filed with the Commission pursuant to Rule 424(b)(5) on April 10, 2014, with respect to 7,500,000 shares of the Company's common stock.

On April 9, 2014, the Company and Ashford Hospitality Limited Partnership, the Company's operating partnership, entered into an Underwriting Agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, for themselves and as representatives of the underwriters listed in Schedule I of the Underwriting Agreement, in connection with the issuance and sale of shares of the Company's common stock.

On April 14, 2014, Hogan Lovells US LLP issued an opinion with respect to the legality of the issuance and sale by the Company of the shares of common stock to be sold pursuant to the Underwriting Agreement, a copy of which is filed as an exhibit to this Form 8-K.

On April 14, 2014, Andrews Kurth LLP issued an opinion with respect to tax matters, a copy of which is filed as an exhibit to this Form 8-K.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated April 9, 2014, between Ashford Hospitality Trust, Inc., Ashford Hospitality Limited Partnership and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, for themselves and as representatives of the underwriters listed in Schedule I of the Underwriting Agreement |
| 5.1                | Opinion of Hogan Lovells US LLP, dated April 14, 2014, with respect to the legality of the shares of common stock being issued.   |
| 8.1                | Opinion of Andrews Kurth LLP, dated April 14, 2014, with respect to tax matters.  |
| 23.1               | Consent of Hogan Lovells US LLP (included in Exhibit 5.1).  |
| 23.2               | Consent of Andrews Kurth LLP (included in Exhibit 8.1).   |

**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: April 14, 2014

**ASHFORD HOSPITALITY TRUST, INC.**

By: /s/ David A. Brooks  
David A. Brooks  
Chief Operating Officer and General Counsel