

ASHFORD HOSPITALITY TRUST INC

Form 8-K/A

March 18, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K/A  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (date of earliest event reported): March 13, 2008  
(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))

EXPLANATORY NOTE: This Current Report on Form 8-K/A (the "Amended Report") amends the Current Report on Form 8-K filed by the registrant on March 13, 2008 to include material definitive agreements pursuant to items 1.01 and 9.01 of Form 8-K (the "Original Report").

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Item 1.01 Material Definitive Agreements

On March 13, 2008, Ashford Hospitality Trust, Inc. (the Company ) entered into the following transactions with Wachovia Bank NA:

1. \$1.8 billion interest rate swap: Under the swap, the Company exchanged \$1.8 billion of its existing fixed-rate debt with weighted average interest rate of 5.84% for a floating-rate of LIBOR plus 264 basis points.
2. \$1.0 billion interest rate cap: Under the cap, the Company purchased a LIBOR cap at a rate of 3.75% for three years.
3. \$1.8 billion interest rate floor: Pursuant the floor, the Company sold a five year LIBOR floor at a rate of 1.25%. These agreements are filed herein as exhibits 10.27.1 to 10.27.1.2.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

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|-----------|--|
| 10.27.1   | ISDA Master Agreement between Ashford Hospitality Limited Partnership and Wachovia Bank, National Association, dated March 12, 2008            |
| 10.27.1.1 | Schedule to the Master Agreement between Ashford Hospitality Limited Partnership and Wachovia Bank, National Association, dated March 12, 2008 |
| 10.27.1.2 | Letter Agreement between Ashford Hospitality Limited Partnership and Wachovia Bank, National Association, dated March 12, 2008                 |
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**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: March 18, 2008

ASHFORD HOSPITALITY TRUST,  
INC.

By: /s/ DAVID A. BROOKS

David A. Brooks  
Chief Legal Officer