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HERSHA HOSPITALITY TRUST  
Form S-3/A  
March 31, 2004

As filed with the Securities and Exchange Commission on March 31, 2004

Registration No. 333-113061

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

HERSHA HOSPITALITY TRUST  
(Exact Name of Registrant as Specified in its Charter)

MARYLAND  
(State or other jurisdiction)  
of incorporation or organization

251811499  
(I.R.S. Employer  
Identification No.)

148 SHERATON DRIVE, BOX A  
NEW CUMBERLAND, PENNSYLVANIA 17070  
(717) 770-2405  
(Address, Including Zip Code, and Telephone Number, including  
Area Code, of Registrant's Principal Executive Offices)

ASHISH R. PARIKH  
CHIEF FINANCIAL OFFICER  
148 SHERATON DRIVE, BOX A  
NEW CUMBERLAND, PENNSYLVANIA 17070  
(717) 770-2405  
(Name, Address, Including Zip Code, and Telephone  
Number, Including Area Code, of Agent for Service)

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(804) 788-8200  
(804) 788-8218 (FACSIMILE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant

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to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.[ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.[ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.[ ]

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES<br>TO BE REGISTERED                        | MAXIMUM<br>AMOUNT TO BE<br>REGISTERED |
|--|---------------------------------------|
| Common Shares of Beneficial Interest, par value \$0.01 per share . . . . .   |                                       |
| Preferred Shares of Beneficial Interest, par value \$0.01 per share. . . . . | \$ 200,000,00                         |
| Debt Securities (1) . . . . .  |                                       |