

Chatham Lodging Trust  
Form 8-K  
September 24, 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): September 24, 2014 (September 19, 2014)**

**CHATHAM LODGING TRUST**

**(Exact name of Registrant as specified in its charter)**

**Maryland**  
**(State or Other Jurisdiction**  
**of Incorporation or Organization)**

**001-34693**  
**(Commission**  
**File Number)**

**27-1200777**  
**(I.R.S. Employer**  
**Identification No.)**

**50 Coconut Row, Suite 211**

**Palm Beach, Florida**  
**(Address of principal executive offices)**

**33480**  
**(Zip Code)**  
**(561) 802-4477**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed from last report)**

Check the appropriate box below 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.**

On September 19, 2014, Chatham Lodging Trust (the Company ) and Chatham Lodging, L.P. entered into an Underwriting Agreement (the Underwriting Agreement ) with Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC, as representatives of the several underwriters named therein (the Underwriters ), relating to the issuance and sale of 6,000,000 of the Company s common shares of beneficial interest, par value \$0.01 per share (the Shares ). The Company has granted an option to the Underwriters, exercisable for 30 days after the date of the Underwriting Agreement, to purchase an additional 900,000 common shares of beneficial interest, and the Underwriters exercised their option to purchase the additional common shares in full. The public offering price of the Shares is \$21.85 per share. The closing of the offering, including the purchase of additional shares, will occur on September 24, 2014.

The Shares were issued pursuant to the Company s registration statement on Form S-3 (File No. 333-193389), which was declared effective by the Securities and Exchange Commission (the SEC ) on January 30, 2014.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and the description of the Underwriting Agreement contained herein is qualified in its entirety by reference to such exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption Underwriting contained in the Company s prospectus supplement and accompanying prospectus, dated September 19, 2014, which has been filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 19, 2014, by and among Chatham Lodging Trust, Chatham Lodging, L.P. and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC
5.1	Opinion of Venable LLP
8.1	Tax Opinion of Hunton & Williams LLP
23.1	Venable LLP Consent (included in Exhibit 5.1)
23.2	Hunton & Williams LLP Consent (included in Exhibit 8.1)

**SIGNATURE**

Pursuant to the requirements 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.

**CHATHAM LODGING TRUST**

**(Registrant)**

Date: September 24, 2014

By: /s/ Dennis M. Craven  
Dennis M. Craven  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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