

ASHFORD HOSPITALITY TRUST INC
Form 8-K
January 30, 2015

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): January 30, 2015

ASHFORD HOSPITALITY TRUST, INC.
(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------------|
| Maryland (State or other jurisdiction of incorporation or organization) | 001-31775 (Commission File Number) | 86-1062192 (IRS 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

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))

ITEM 7.01 REGULATION FD DISCLOSURE.

On January 30, 2015, Ashford Hospitality Trust, Inc. ("Ashford Trust" or the "Company") announced that it has priced its follow-on public offering of 9,500,000 shares of common stock at \$10.65 per share. The Company has granted the underwriter of the offering a 30-day option to purchase up to an additional 1,425,000 shares of common stock.

Settlement of the offering is expected to occur on February 4, 2015.

The press release announcing the pricing of the offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

| | |
|------|--------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release of the Company, dated January 30, 2015, announcing that it has priced its follow-on public offering. |
|------|--------------------------------------------------------------------------------------------------------------------|

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: January 30, 2015

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General Counsel