

Halkyard Jonathan S
Form 4
February 08, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Halkyard Jonathan S

2. Issuer Name and Ticker or Trading Symbol
Extended Stay America, Inc. [STAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks

C/O EXTENDED STAY AMERICA, INC., 11525 N. COMMUNITY HOUSE ROAD, SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28277

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Paired Shares ⁽¹⁾	02/07/2019		A ⁽²⁾	96,039	A \$ 0	495,609	D
Paired Shares ⁽¹⁾	02/07/2019		A ⁽³⁾	3,680	A \$ 0	499,289	D
Paired Shares ⁽¹⁾	02/07/2019		A ⁽⁴⁾	2,772	A \$ 0	502,061	D
Paired Shares ⁽¹⁾	02/07/2019		A ⁽⁵⁾	11,553	A \$ 0	513,614	D
						10,000	I

Paired Shares ⁽¹⁾

See footnote ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)	
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares
							Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halkyard Jonathan S C/O EXTENDED STAY AMERICA, INC. 11525 N. COMMUNITY HOUSE ROAD, SUITE 100 CHARLOTTE, NC 28277	X		See Remarks	

Signatures

/s/ Christopher Dekle, Attorney-in-Fact for Jonathan S. Halkyard 02/08/2019

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Paired Share is comprised of one share of common stock, par value \$0.01 per share, of Extended Stay America, Inc. and one share of Class B common stock, par value \$0.01 per share, of ESH Hospitality, Inc., which shares are paired and traded as a single unit. A Form 4 reflecting the transactions in Paired Shares by the reporting person shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.

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- The reported transaction is an award of Restricted Stock Units in respect of Paired Shares. Subject to the reporting person's continued employment through the applicable vesting date, these Restricted Stock Units are scheduled to vest annually over a three-year period such
- (2) that one-third of the Restricted Stock Units will vest on each of February 7, 2020, February 7, 2021 and February 7, 2022. Vested Restricted Stock Units will be settled in Paired Shares on the March 15th next following the applicable vesting date (or, in any year when the 15th of March falls on a non-business day, the business day immediately prior to such date).
 - (3) The reported transaction is the vesting of performance-vesting Restricted Stock Units awarded on February 24, 2016, based on the achievement of a cumulative EBITDA target for the 2018 calendar year.
 - (4) The reported transaction is the vesting of performance-vesting Restricted Stock Units awarded on February 21, 2017, based on the achievement of a cumulative EBITDA target for the 2018 calendar year.
 - (5) The reported transaction is the vesting of performance-vesting Restricted Stock Units awarded on February 24, 2016, based on the achievement of a relative total shareholder return target for the period beginning on January 1, 2016 and ending on December 31, 2018.
 - (6) The reporting person beneficially owns these Paired Shares indirectly through the Halkyard Family Trust. The reporting person serves as the trustee of the trust, and he and his wife are the beneficiaries of the trust.

Remarks:

Mr. Halkyard is the President and Chief Executive Officer of Extended Stay America, Inc. and ESH Hospitality, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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