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LASALLE HOTEL PROPERTIES

Form S-8

March 27, 2003

As filed with the Securities and Exchange Commission on March 27, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

LASALLE HOTEL PROPERTIES
(Exact name of registrant as specified in its charter)

Maryland

36-4219376

(State or other jurisdiction of
incorporation or organization)

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

4800 Montgomery Lane, Suite M25
Bethesda, Maryland 20814
(301) 941-1500

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

LaSalle Hotel Properties 1998 Share Option and Incentive Plan
(Full title of the plan)

Jon E. Bortz
President and Chief Executive Officer
LaSalle Hotel Properties
4800 Montgomery Lane, Suite M25
Bethesda, Maryland 20814
(301) 941-1500

Copy to:
Michael F. Taylor, Esq.
Sidley Austin Brown & Wood LLP
555 California Street
San Francisco, California 94104

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount registrant
Common Shares of Beneficial Interest, par value \$.01 per share.....	400,000 (1)	\$13.01 (2)	\$5,202,000 (3)	\$421 (4)

(1) Plus such additional number of shares as may be required by reason of the
anti-dilution provisions of the LaSalle Hotel Properties 1998 Share Option

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and Incentive Plan.

- (2) Calculated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act").
- (3) Calculated pursuant to Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices for the Common Shares reported on the New York Stock Exchange on March 25, 2003.
- (4) In accordance with Rule 457(h), the filing fee is based on the maximum number of the registrant's securities issuable under the LaSalle Hotel Properties 1998 Share Option and Incentive Plan that are covered by this Registration Statement.

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STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

This registration statement on Form S-8 registers additional securities of the same class as other securities of the Registrant for which registration statements, also filed on Form S-8 by the Registrant and relating to the Registrant's 1998 Share Option and Incentive Plan (the "Plan"), are effective. Accordingly, the contents of the Registrant's registration statements on Form S-8 (File Nos. 333-72265 and 333-86911), as filed with the Securities and Exchange Commission ("SEC") on February 12, 1999 and October 10, 1999, respectively, are hereby incorporated by reference. After giving effect to this filing, an aggregate of 1,900,000 shares of the Registrant's common shares of beneficial interest, par value \$.01 per share, have been registered for issuance pursuant to the Registrant's Plan.

ITEM 8. EXHIBITS

- | | |
|--------|--|
| 4(a)* | Articles of Amendment and Restatement of Declaration of Trust of the Registrant. |
| 4(b)** | Amended and Restated Bylaws of the Registrant. |
| 4(c) | LaSalle Hotel Properties 1998 Share Option and Incentive Plan, as amended through March 27, 2003. |
| 5 | Opinion of Sidley Austin Brown & Wood LLP. |
| 23(a) | Consent of Sidley Austin Brown & Wood LLP (included as part of Exhibit 5). |
| 23(b) | Consent of KPMG LLP. |
| 24 | Power of Attorney (included on the signature page of this Registration Statement). |
| * | Previously filed as an exhibit to the Registrant's Form 10-Q filed with the SEC on August 14, 1998 and incorporated herein by reference. |
| ** | Previously filed as an exhibit to the Registrant's Registration Statement on Form S-3 (No. 333-104054) on March 27, 2003 and incorporated herein by reference. |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, LaSalle Hotel Properties certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bethesda, MD, on this 27th day of March 2003.

LASALLE HOTEL PROPERTIES

By: /s/ Hans S. Weger

Hans S. Weger
Executive Vice President, Treasurer and
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and trustees of LaSalle Hotel Properties hereby severally constitute Jon E. Bortz, Michael D. Barnello and Hans S. Weger, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement filed herewith and any and all amendments to said Registration Statement, and generally to do all such things in our names and in our capacities as officers and trustees to enable LaSalle Hotel Properties to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Jon E. Bortz ----- Jon E. Bortz	Chairman, President and Chief Executive Officer	March 27,
/s/ Darryl Hartley-Leonard ----- Darryl Hartley-Leonard	Trustee	March 27,
/s/ Kelly L. Kuhn ----- Kelly L. Kuhn	Trustee	March 27,
/s/ William S. McCalmont ----- William S. McCalmont	Trustee	March 27,
/s/ Donald S. Perkins ----- Donald S. Perkins	Trustee	March 27,
/s/ Stuart L. Scott	Trustee	March 27,

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Stuart L. Scott

/s/ Donald A. Washburn

Trustee

March 27,

Donald A. Washburn

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EXHIBIT INDEX

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