
Section 1: 8-K (8-K)

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): **August 16, 2017**

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-31775
(Commission File Number)

86-1062192
(IRS Employer
Identification No.)

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 appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On August 16, 2017, Ashford Hospitality Trust, Inc. (the "Company") issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference, regarding the redemptions of the Company's 8.55% Series A Cumulative Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock") and 8.45% Series D Cumulative Preferred Stock, par value \$0.01 per share (the "Series D Preferred Stock") described below in Item 8.01.

The information in this Item 7.01 and Exhibit 99.1 attached hereto are being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall they be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On August 16, 2017, the Company announced that on September 18, 2017 (the “Redemption Date”) the Company intends to redeem (i) all of its issued and outstanding shares of Series A Preferred Stock at a redemption price of \$25.00 per share, plus accrued and unpaid dividends through the redemption date, in an amount equal to \$0.463125 per share, for a total redemption price of \$25.463125 and (ii) 1,564,353 shares of its Series D Preferred Stock (the “Redeemed Series D Preferred Stock” and, together with the Series A Preferred Stock, the “Redeemed Stock”) at a redemption price of \$25.00 per share, plus accrued and unpaid dividends to, but not including, the redemption date, in an amount equal to \$0.457709 per share, for a total redemption price of \$25.457709. The redemption of the Redeemed Stock is conditioned upon the closing by the Company of its previously announced offering of Series H Cumulative Preferred Stock.

Upon redemption, the shares of Redeemed Stock will no longer be outstanding, and all rights of the holders with respect to such shares of Redeemed Stock will terminate, except the right of the holders to receive the cash payable upon such redemption, without interest. All shares of Redeemed Stock are held in book-entry form through the Depository Trust Company (“DTC”) and will be redeemed in accordance with the procedures of DTC. The shares of Series D Preferred Stock will be redeemed pro rata from the holders of record of such shares in proportion to the number of such shares held by such holders. Upon redemption, the Series A Preferred Stock will be delisted from trading on the New York Stock Exchange.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 16, 2017 issued by Ashford Hospitality Trust, Inc.

2

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 16, 2017

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ David A. Brooks
David A. Brooks
Chief Operating Officer and General Counsel

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 16, 2017 issued by Ashford Hospitality Trust, Inc.

4

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



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ASHFORD TRUST ANNOUNCES REDEMPTION OF SERIES A AND PARTIAL REDEMPTION OF SERIES D PREFERRED STOCK

DALLAS, August 16, 2017 — Ashford Hospitality Trust, Inc. (NYSE: AHT) (“Ashford Trust” or the “Company”) announced today that it intends to redeem all of its issued and outstanding shares of 8.55% Series A Cumulative Preferred Stock (CUSIP No. 044103208) (the “Series A Preferred Stock”) and 1,564,353 shares of its 8.45% Series D Cumulative Preferred Stock (CUSIP No. 044103406) (the “Redeemed Series D Preferred Stock” and, together with the Series A Preferred Stock, the “Redeemed Stock”). All shares of Redeemed Stock will be redeemed in accordance with the applicable procedures of the Depository Trust Company. The shares of Series D Preferred Stock will be redeemed pro rata from the holders of record of such shares in proportion to the number of such shares held by such holders. The redemption of the Redeemed Stock is conditioned upon the closing by the Company of its previously announced offering of Series H Cumulative Preferred Stock.

The redemption date will be September 18, 2017. The shares of Series A Preferred Stock will be redeemed at a redemption price of \$25.00 per share, plus accrued and unpaid dividends from July 1, 2017 through the redemption date, in an amount equal to \$0.463125 per share, for a total redemption price of \$25.463125 per share. The shares of Series D Preferred Stock will be redeemed at a redemption price of \$25.00 per share, plus accrued and unpaid dividends from July 1, 2017 through the redemption date, in an amount equal to \$0.457709 per share, for a total redemption price of \$25.457709 per share. The redemption price for the Redeemed Stock will be payable in cash, without interest, as soon as practicable after the redemption date. Dividends

on shares of Redeemed Stock will cease to accrue on the day prior to the redemption date, such shares shall no longer be deemed outstanding and all rights of the holders in respect of such shares will terminate, except for the right to receive the redemption price, without interest thereon. Because the redemption of the Series A Preferred Stock is a redemption in full, trading of the Series A Preferred Stock on the NYSE will cease after the redemption date.

As specified in the notice of redemption, payment of the applicable redemption price will result from the Redeemed Stock being debited from such holder’s book-entry account with the Company’s transfer agent and pursuant to applicable procedures of the Depository Trust Company on or after the redemption date. The Company’s transfer agent is Computershare Trust Company, N.A., attention: Corporate Actions, at 250 Royall Street, Canton, MA 02021. Questions regarding the redemption of the Redeemed Stock, or the procedures therefore, may be directed to Computershare Trust Company, N.A. at 800.546.5141.

Ashford Hospitality Trust is a real estate investment trust (REIT) focused on investing opportunistically in the hospitality industry in upper upscale, full-service hotels.

Certain statements and assumptions in this press release contain or are based upon “forward-looking” information and are being made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward looking statements in this press release include, among others, statements about the Company’s strategy and future plans. These forward-looking statements are subject to risks and uncertainties. When we use the words “will likely result,” “may,” “anticipate,” “estimate,” “should,” “expect,” “believe,” “intend,” or similar expressions, we intend to identify forward-looking statements. Such statements are subject to numerous assumptions and uncertainties, many of which are outside Ashford Trust’s control.

These forward-looking statements are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated, including, without limitation: general volatility of the capital markets and the market price of our securities; changes in our business or investment strategy; availability, terms and deployment of capital; availability of qualified personnel; changes in our industry and the market in which we operate, interest rates and the general economy; and the degree and nature of our competition. These and other risk factors are more fully discussed in Ashford Trust’s filings with the Securities and Exchange Commission.

The forward-looking statements included in this press release are only made as of the date of this press release. Investors should not place undue reliance on these forward-looking statements. We are not obligated to publicly update or revise any forward-looking statements, whether as a result of new information, future events or circumstances, changes in expectations or otherwise.

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