

ASHFORD HOSPITALITY TRUST INC

Form 8-K

September 10, 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 10, 2014**

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

001-31775
(Commission File Number)

86-1062192
(I.R.S. 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**

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Check the appropriate 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 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))
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Item 8.01 OTHER EVENTS

Reference is hereby made to the registration statement of Ashford Hospitality Trust, Inc. (the "Company") on Form S-3 (File No. 333-181499), which became effective as of May 17, 2012, pursuant to which the Company registered the sale of debt and equity securities in accordance with the provisions of the Securities Act of 1933, as amended. Reference is also hereby made to the prospectus and the related prospectus supplement, which was filed with the Commission pursuant to Rule 424(b)(7) on September 10, 2014 (the "Prospectus Supplement"), with respect to the issuance and re-sale of up to 159,944 shares of the Company's common stock.

On August 19, 2014, Robert P. Kogod invoked his contractual right of redemption of 159,944 units of limited partnership interest of the Company's operating partnership, Ashford Hospitality Limited Partnership (the "Operating Partnership"), and has presented the Operating Partnership with a notice of redemption. The Company intends to satisfy the redemption obligation through the issuance of the common stock covered by the Prospectus Supplement.

On September 10, 2014, Hogan Lovells US LLP issued an opinion with respect to the legality of the issuance by the Company of the shares of common stock covered by the Prospectus Supplement, a copy of which is filed as an exhibit to this Form 8-K.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Hogan Lovells US LLP, dated September 10, 2014, with respect to the legality of the shares of common stock being issued.
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).

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: September 10, 2014

ASHFORD HOSPITALITY TRUST, INC.

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