

DiamondRock Hospitality Co
Form 8-K/A
August 03, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

**CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

May 2, 2017

DiamondRock Hospitality Company

(Exact name of registrant as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-32514
(Commission File Number)

20-1180098
(IRS Employer
Identification No.)

3 Bethesda Metro Center, Suite 1500
Bethesda, MD 20814
(Address of Principal Executive Offices) (Zip Code)

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(240) 744-1150

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Explanatory Note

On May 8, 2017, DiamondRock Hospitality Company (the Company) filed a Current Report on Form 8-K (the Original Report) to report on the voting results of its annual meeting of stockholders held on May 2, 2017 (the Annual Meeting). This Form 8-K/A is being filed as an amendment to the Original Report solely to disclose, in accordance with Item 5.07(d) of Form 8-K, the decision of the Board of Directors (the Board) regarding the frequency of future non-binding advisory votes on executive compensation.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(d) As previously reported in the Original Report, at the Annual Meeting in non-binding advisory votes over a majority of the votes cast approved the Company's executive compensation and, consistent with the recommendation of the Board, recommended that the Company hold future non-binding advisory votes on executive compensation on an annual basis. In light of these voting results and other factors, the Board determined that the Company will hold future non-binding advisory votes on executive compensation on an annual basis until the next required non-binding advisory vote on the frequency of such votes on executive compensation. The Company is required to hold non-binding advisory votes on frequency every six years.

SIGNATURE

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

DIAMONDROCK HOSPITALITY COMPANY

Date: August 3, 2017

By:

/s/ William J. Tennis
William J. Tennis
Executive Vice President, General
Counsel and Corporate Secretary