

ASHFORD HOSPITALITY TRUST INC

Form 8-A12B

April 18, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
ASHFORD HOSPITALITY TRUST, INC.  
(Exact name of registrant as specified in its charter)**

**Maryland**  
(State of Incorporation or Organization)

**86-1062192**  
(I.R.S. Employer Identification No.)

**14185 Dallas Parkway, Suite 1100**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75254**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

**9.000% Series E Cumulative Preferred Stock\***

**The New York Stock Exchange\***

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-162750**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

\* Application has been made for listing pursuant to the requirements of The New York Stock Exchange.

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Item 1. Description of Registrant's Securities to be Registered.

Item 2. Exhibits.

SIGNATURE

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the preferred stock to be registered hereunder is contained in the section entitled "Description of Series E Preferred Stock" in the Registrant's prospectus supplement dated April 13, 2011, as filed with the Commission on April 14, 2011 under Rule 424(b)(2) and under "Description of our Capital Stock" and "Description of our Preferred Stock" in the accompanying prospectus, which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                                               |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1                | Articles of Amendment and Restatement of the Registrant (incorporated by reference to Exhibit 3.1 to Form S-11/A, filed on July 31, 2003)                                                                                                                                                        |
| 3.2                | Articles Supplementary designating the Registrant's 8.55% Series A Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on September 21, 2004) |
| 3.3                | Articles Supplementary designating the Registrant's Series B-1 Convertible Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on January 4, 2005)       |
| 3.4                | Articles Supplementary designating the Registrant's Series C Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.4 of the Registrant's Current Report on Form 8-K filed on April 12, 2007)           |
| 3.5                | Articles Supplementary designating the Registrant's 8.45% Series D Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$.01 per share (incorporated by reference to Exhibit 3.5 of the Registrant's Form 8-A, filed July 17, 2007)                                  |
| 3.6*               | Articles Supplementary designating the Registrant's Series 9.000% Series E Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$.01 per share                                                                                                                       |
| 3.7                | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to Form S-11/A, filed on July 31, 2003)                                                                                                                                                                  |
| 3.8                | Amendment No. 1 to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2.2 to Form 10-K, filed on March 29, 2004)                                                                                                                                                                |
| 3.9                | Amendment No. 2 to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to Form 8-K, filed November 12, 2010)                                                                                                                                                                   |
| 4.1                | Form of certificate for common stock (incorporated by reference to Exhibit 4.1 of Form S-11/A, filed on August 20, 2003)                                                                                                                                                                         |
| 4.2*               | Form of stock certificate evidencing the 9.000% Series E Cumulative Preferred Stock of the Registrant, liquidation preference \$25.00 per share, par value \$0.01 per share                                                                                                                      |

\* Filed herewith



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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: April 18, 2011

**ASHFORD HOSPITALITY TRUST, INC.**

By: /s/ David Kimichik

David Kimichik

Chief Financial Officer and Treasurer

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| 3.2                | Articles Supplementary designating the Registrant's 8.55% Series A Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on September 21, 2004) |
| 3.3                | Articles Supplementary designating the Registrant's Series B-1 Convertible Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on January 4, 2005)       |
| 3.4                | Articles Supplementary designating the Registrant's Series C Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.4 of the Registrant's Current Report on Form 8-K filed on April 12, 2007)           |
| 3.5                | Articles Supplementary designating the Registrant's 8.45% Series D Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$.01 per share (incorporated by reference to Exhibit 3.5 of the Registrant's Form 8-A, filed July 17, 2007)                                  |
| 3.6*               | Articles Supplementary designating the Registrant's Series 9.000% Series E Cumulative Preferred Stock, liquidation preference \$25.00 per share, par value \$.01 per share                                                                                                                       |
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\* Filed herewith