

DiamondRock Hospitality Co  
Form 8-K  
May 22, 2015

**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):

**May 20, 2015**

**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)

**(240) 744-1150**  
(Registrant's telephone number, including area code)

## Edgar Filing: DiamondRock Hospitality Co - Form 8-K

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))
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**ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 20, 2015, the Board of Directors (the Board) of DiamondRock Hospitality Company (the Company) appointed Mr. Timothy Chi to the Board, effective June 1, 2015, and increased the size of the Board from seven members to eight members. Mr. Chi was also appointed as a member of each of the Audit, Compensation and Nominating & Corporate Governance Committees.

Mr. Chi is the co-founder and Chief Executive Officer of WeddingWire, the leading global marketplace serving the \$200 billion wedding and events industry. Previously, Mr. Chi co-founded Blackboard Inc. in 1998 and subsequently assisted in its initial public offering. While at Blackboard, Mr. Chi pioneered many of Blackboard's product and strategic initiatives and played a critical role in the success of the company. Mr. Chi holds a B.S. degree in Operations Research/Industrial Engineering from Cornell University and a Master's of Science degree in Engineering Management from Tufts University.

Effective on June 1, 2015, Mr. Chi will become eligible to receive the standard compensation provided by the Company to its other non-employee directors. Additionally, in connection with Mr. Chi's appointment to the Board, the Company and Mr. Chi will enter into an indemnification agreement in substantially the same form as the Company has entered into with each of the members of the existing Board. Mr. Chi is not a party to any arrangement or understanding with any person pursuant to which he was appointed as a member of the Board, nor is he a party to any transactions required to be disclosed under Item 404(a) of Regulation S-K involving the Company or any of its subsidiaries.

**ITEM 7.01. Regulation FD Disclosure.**

On May 22, 2015, the Company announced that Mr. Chi had been appointed to the Company's Board of Directors, effective June 1, 2015. A copy of that press release is attached to this Current Report on Form 8-K (Current Report) as Exhibit 99.1 and is incorporated by reference herein. The press release has also been posted in the investor relations/presentations section of its website at [www.drhc.com](http://www.drhc.com).

The information in this Item 7.01 of this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

**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: May 22, 2015

By:

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

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                |
|--------------------|-----------------------------------|
| 99.1               | Press release dated May 22, 2015. |