

Extended Stay America, Inc.
Form 4
December 20, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Centerbridge Associates, L.P.

(Last) (First) (Middle)

375 PARK AVENUE, 12TH
FLOOR

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Extended Stay America, Inc. [STAY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|-----------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Paired Shares | 12/19/2016 | | J ⁽²⁾ | | 95,997 | D \$ 0 ⁽²⁾ | 6,722,964 | I | See Footnotes ⁽¹⁾ ⁽²⁾ ⁽⁷⁾ |
| Paired Shares | 12/19/2016 | | J ⁽³⁾ | | 95,962 | D \$ 0 ⁽³⁾ | 6,720,457 | I | See Footnotes ⁽¹⁾ ⁽³⁾ ⁽⁷⁾ |
| Paired Shares | 12/19/2016 | | J ⁽⁴⁾ | | 3,041 | D \$ 0 ⁽⁴⁾ | 450,164 | I | See Footnotes ⁽¹⁾ ⁽⁴⁾ ⁽⁷⁾ |
| Paired Shares | 12/19/2016 | | J ⁽⁵⁾ | | 195,000 | D \$ 0 ⁽⁵⁾ | 13,893,585 | I | See Footnotes |

| | | | | | | | | | |
|---------------|------------|------------------|-----------|---|---------------------|------------|------------------|--|---------------------------|
| | | | | | | | | | (1) (5) (7) |
| Paired Shares | 12/19/2016 | J ⁽⁶⁾ | 195,000 | D | \$ 0 ⁽⁶⁾ | 13,893,585 | I | | See Footnotes (1) (6) (7) |
| Paired Shares | 12/19/2016 | G ⁽⁸⁾ | V 180,812 | D | \$ 0 | 27,878,258 | I ⁽⁸⁾ | | See Footnotes (1) (7) |
| Paired Shares | 12/19/2016 | G ⁽⁸⁾ | V 180,812 | D | \$ 0 | 27,878,258 | I ⁽⁸⁾ | | See Footnotes (1) (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Centerbridge Associates, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |
| Centerbridge Capital Partners AIV VI-A, L.P. 375 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10152 | X |
| | X |

Centerbridge Capital Partners AIV VI-B, L.P.
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152

Centerbridge Capital Partners Strategic AIV I, L.P.
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152

X

Aronson Jeffrey
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152

X

Gallogly Mark T
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152

X

CCP GP Investors Holdings (Cayman), L.P.
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152

X

Signatures

Centerbridge Associates, L.P.; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/
Susanne V. Clark, Authorized Signatory

12/20/2016

__Signature of Reporting Person

Date

Centerbridge Capital Partners AIV VI-A, L.P.; By: Centerbridge Associates, L.P., its general
partner; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark,
Authorized Signatory

12/20/2016

__Signature of Reporting Person

Date

Centerbridge Capital Partners AIV VI-B, L.P.; By: Centerbridge Associates, L.P., its general
partner; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark,
Authorized Signatory

12/20/2016

__Signature of Reporting Person

Date

Centerbridge Capital Partners Strategic AIV I, L.P.; By: Centerbridge Associates, L.P., its
general partner; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/ Susanne V.
Clark, Authorized Signatory

12/20/2016

__Signature of Reporting Person

Date

/s/ Jeffrey H. Aronson

12/20/2016

__Signature of Reporting Person

Date

/s/ Mark T. Gallogly

12/20/2016

__Signature of Reporting Person

Date

CCP GP Investors Holdings (Cayman), L.P.; By: /s/ Susanne V. Clark, Authorized Signatory

12/20/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) A Form 4 reflecting the holdings of Paired Shares by the Reporting Persons shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.
- (2) Represents a distribution by Centerbridge Capital Partners AIV VI-A, L.P. ("VI-A") of Paired Shares to Centerbridge Associates, L.P. ("CALP"), its general partner, in connection with a pro rata distribution by VI-A to its partners.
- (3) Represents a distribution by Centerbridge Capital Partners AIV VI-B, L.P. ("VI-B") of Paired Shares to Centerbridge Associates, L.P. ("CALP"), its general partner, in connection with a pro rata distribution by VI-B to its partners.
- (4) Represents a distribution by Centerbridge Capital Partners Strategic AIV I, L.P. ("SAIV") of Paired Shares to Centerbridge Associates, L.P. ("CALP"), its general partner, in connection with a pro rata distribution by SAIV to its partners.
- (5) Represents a distribution by CALP to CCP GP Investor Holdings (Cayman), L.P. ("CCPGP"), its sole economic partner. These Paired Shares were received by CALP in connection with the distributions described in footnotes 2 through 4 above.
- (6) Represents a distribution by CCPGP to certain of its members in connection with a pro rata distribution by CCPGP to its members. These Paired Shares were received by CCPGP in connection with the distributions described in footnotes 2 through 5 above.
- (7) Each of the Reporting Persons may be deemed to beneficially own the Paired Shares beneficially owned by such direct holders directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (8) Represents charitable donations by Jeffrey H. Aronson and Mark T. Gallogly of Paired Shares received in connection with the distributions described in footnotes 2 through 7 above, which receipt is exempt from reporting pursuant to Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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