

ASHFORD HOSPITALITY TRUST INC

Form 8-K/A

October 24, 2018

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): **June 26, 2018**

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-31775
(Commission File Number)

86-1062192
(IRS Employer
Identification No.)

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 Company under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

ITEM 7.01 REGULATION FD DISCLOSURE

As previously reported, on June 26, 2018, Ashford Hospitality Trust, Inc. (the Company) announced its entry into the Enhanced Return Funding Program Agreement and Amendment No. 1 to the Amended and Restated Advisory Agreement (the ERFP Agreement), among the Company, Ashford Hospitality Limited Partnership, Ashford TRS Corporation, Ashford Inc. and Ashford Hospitality Advisors LLC.

On June 26, 2018, the Company filed a Current Report on Form 8-K (the Initial Report) with the Securities and Exchange Commission (the SEC), which included, among other items, the Company's press release and investor presentation related to its entry into the ERFP Agreement, but inadvertently reported this information under Item 8.01. Accordingly, the Company is filing this Amendment No. 1 to the Initial Report (the Amendment) with the SEC to provide that the information previously filed under Item 8.01 is now being furnished under Item 7.01. This Amendment does not amend any other item of the Initial Report or purport to provide an update or a discussion of any developments at the Company subsequent to the filing date of the Initial Report.

The information in Item 7.01 of this report, including the information in the press release and the investor presentation attached as Exhibits 99.1 and 99.2 to this report, is being furnished pursuant to General Instruction B.2 of Current Report on Form 8-K and is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor is it subject to the liabilities of that section or deemed incorporated by reference in any filing by the Company under the Securities Act of 1933, as amended.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit Number	Description
10.1	<u>Enhanced Return Funding Program Agreement and Amendment No. 1 to the Amended and Restated Advisory Agreement, dated June 26, 2018, among Ashford Hospitality Trust, Inc., Ashford Hospitality Limited Partnership, Ashford TRS Corporation, Ashford Inc. and Ashford Hospitality Advisors LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed June 26, 2018 (file no. 001-31755))</u>
99.1	<u>Press Release, dated June 26, 2018, relating to the Enhanced Return Funding Program Agreement and Amendment No. 1 to the Amended and Restated Advisory Agreement (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K, filed June 26, 2018 (file no. 001-31755))</u>
99.2	<u>Presentation, dated June 26, 2018, relating to the Enhanced Return Funding Program Agreement and Amendment No. 1 to the Amended and Restated Advisory Agreement (incorporated by reference to Exhibit 99.2 of the Company's Current Report on Form 8-K, filed June 26, 2018 (file no. 001-31755))</u>

SIGNATURE

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

Dated: October 24, 2018

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ Robert G. Haiman
Robert G. Haiman
Executive Vice President, General Counsel and
Secretary