

ASHFORD HOSPITALITY TRUST INC

Form 8-K

February 28, 2012

# 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): February 21, 2012

## ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

MARYLAND  
(State of Incorporation)

001-31775  
(Commission File Number)

86-1062192  
(I.R.S. Employer Identification Number)

14185 Dallas Parkway, Suite 1100

Dallas, Texas

75254

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(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (972) 490-9600

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(e) *Entry into Material Contract with Named Executive Officer and Compensatory Arrangements of Certain Officers*

**Cash Incentive Bonuses and Equity Awards.** On February 21, 2012, the Board of Directors (the *Board*) of the Company approved the recommendations of the Compensation Committee of the Board (the *Committee*) with respect to the 2011 annual cash incentive bonuses as set forth in the following table. On February 21, 2012, the Board also approved the recommendations of the Committee with respect to annual equity awards pursuant to the Ashford Hospitality Trust, Inc. 2011 Stock Incentive Plan (the *Stock Plan*), with a grant date of March 2, 2012, for each of the Company's executive officers, each as set forth in the following table:

<b>Executive Officer</b>	<b>Cash Incentive</b>	<b>Equity Awards</b>
	<b>Bonus<sup>1</sup></b> (\$)	(#)
Archie Bennett, Jr. Chairman of the Board	\$ 340,000	145,000
Monty J. Bennett, Chief Executive Officer	1,190,000	275,000
Douglas A. Kessler, President	701,250	215,000
David A. Brooks, Chief Operating Officer	451,563	190,000
David J. Kimichik, Chief Financial Officer	286,875	135,000

Each executive has the option of receiving his respective equity awards in the form of restricted stock or LTIP units, and all such awards will vest over a three year period from the grant date. The equity awards will be issued pursuant to award agreements entered into by the company and the executive officer, consistent with prior year awards.

<sup>1</sup> Payable by the Company on or about March 2, 2012.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 28, 2012

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ David A. Brooks  
David A. Brooks  
Chief Operating Officer and General Counsel