

DiamondRock Hospitality Co  
Form POSASR  
April 17, 2013

As filed with the Securities and Exchange Commission on April 17, 2013

Registration Statement No. 333-187231

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 1**  
**ON FORM S-3**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**DIAMONDROCK HOSPITALITY COMPANY**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**20-1180098**

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(I.R.S. Employer Identification Number)

**3 Bethesda Metro Center, Suite 1500**

**Bethesda, Maryland 20814**

**(240) 744-1150**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**William J. Tennis**

**Executive Vice President, General Counsel**

**and Corporate Secretary**

**DIAMONDROCK HOSPITALITY COMPANY**

**3 Bethesda Metro Center, Suite 1500**

**Bethesda, Maryland 20814**

**(240) 744-1150**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

**Gilbert G. Menna**

**Suzanne D. Lecaroz**

**Goodwin Procter LLP**

**Exchange Place**

**Boston, Massachusetts 02109-2881**

**(617) 570-1000**

**Approximate Date of Commencement of Proposed Sale to the Public:** This Post-Effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-3ASR (Registration No. 333-187231) (the "Registration Statement") is being filed to deregister all of the securities that remain unsold under the Registration Statement as of the date hereof.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is used to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-3ASR (this Post-Effective Amendment ) relates to the Registration Statement on Form S-3 ASR (File No. 333-187231) of DiamondRock Hospitality Company (the Company ) filed with the Securities and Exchange Commission (the Commission ) on March 13, 2013 (the Registration Statement ). The Registration Statement automatically became effective upon filing with the Commission. Pursuant to the Registration Statement, the Company registered the resale from time to time of 7,211,538 shares (the Shares ) of the Company s common stock. The Shares were registered to permit resales by BREP VI (DRH) L.P. (the Selling Securityholder ), an affiliate of Blackstone Real Estate Partners IV (the Seller ), that acquired the Shares in connection with the Company s acquisition from the Seller of a portfolio of four hotels on July 12, 2012 (the Portfolio Acquisition ).

The Company is filing this Post-Effective Amendment No. 1 to deregister all of the Shares under the Registration Statement. The Company is deregistering such Shares because it is no longer obligated to maintain the effectiveness of the Registration Statement pursuant to the terms of that certain registration rights and lock-up agreement entered into between the Company and the Selling Securityholder in connection with the Portfolio Acquisition because the Company has been advised that all of the Shares have been sold as of the date hereof by the Selling Securityholder.

No exhibits are filed with this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bethesda, State of Maryland, on April 17, 2013.

**DIAMONDROCK HOSPITALITY COMPANY**

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

By: /s/ Mark W. Brugger  
Name: Mark W. Brugger  
Title: Chief Executive Officer and Director

April 17, 2013

(Principal Executive Officer)

By: /s/ Sean M. Mahoney  
Name: Sean M. Mahoney  
Title: Executive Vice President, Chief Financial Officer and Treasurer

April 17, 2013

(Principal Financial and Accounting Officer)

By: \*  
Name: William W. McCarten  
Title: Chairman

April 17, 2013

By: \*  
Name: Daniel J. Altobello  
Title: Director

April 17, 2013

By: \*  
Name: W. Robert Grafton  
Title: Director

April 17, 2013

By: \*  
Name: Maureen L. McAvey  
Title: Director

April 17, 2013

By: \*  
Name: Gilbert T. Ray  
Title: Director

April 17, 2013

By: \*  
Name: Bruce D. Wardinski  
Title: Director

April 17, 2013

\*By: /s/ William J. Tennis  
William J. Tennis  
Attorney-in-fact