

Chatham Lodging Trust
Form 424B5
January 13, 2015
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-193389

PROSPECTUS SUPPLEMENT

(To Prospectus dated January 30, 2014)

Up to \$29,263,865

Common Shares

We and Chatham Lodging, L.P., our operating partnership, have entered into sales agreements with each of Cantor Fitzgerald & Co., or Cantor, and Barclays Capital Inc., or Barclays, each referred to herein as an Agent and collectively, the Agents, relating to our common shares of beneficial interest, \$0.01 par value per share, or our common shares, offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of the sales agreements, we may offer and sell up to an aggregate of \$50,000,000 of our common shares from time to time through the Agents.

Prior to the filing of this prospectus supplement, we had offered and sold an aggregate of \$20,736,135 of our common shares pursuant to the sales agreement that we had entered into with Cantor on January 31, 2014 and pursuant to our prior prospectus supplement dated January 31, 2014. That prior prospectus supplement is hereby superseded, for purposes of further sales of our common shares under the sales agreements, by this prospectus supplement. On January 13, 2015, we entered into a sales agreement with Barclays, to add them as an additional Agent, and this prospectus supplement also pertains to sales pursuant to such sales agreement as well as the sales agreement that we had entered into with Cantor on January 31, 2014.

As of the date of this prospectus supplement, \$29,263,865 of our common shares remain available for offer and sale pursuant to this prospectus supplement. In accordance with the terms of these sales agreements, we may offer and sell these shares from time to time through the Agents, as agents or principals.

Our common shares are listed on the New York Stock Exchange, or NYSE, under the symbol CLDT. The last reported trading price of our common shares on the NYSE on January 12, 2015 was \$30.45 per share.

Sales of our common shares, if any, under this prospectus supplement and the accompanying prospectus, may be made by means of ordinary brokers' transactions on the NYSE, in negotiated transactions or in transactions that are deemed to be at-the-market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, or the Securities Act, including sales made to or through a market maker other than on an exchange, at prices related to the prevailing market prices or at negotiated prices subject to certain minimum prices, and/or any other method permitted by law, including in privately negotiated transactions. Each Agent, if acting as the sales agent, will sell on a best

efforts basis and use commercially reasonable efforts consistent with its normal trading and sales practices, to sell the common shares on mutually agreed terms between the Agent and us. There is no arrangement for funds to be received in any escrow, trust or similar arrangement.

Under the terms of the sales agreements, we also may sell our common shares to the Agents, as principal for their own accounts, at a price to be agreed upon at the time of sale. If we sell shares to an Agent, as principal, we will enter into a separate sales agreement with that Agent and we will describe the agreement in a separate prospectus supplement or pricing supplement.

Each Agent will receive from us a commission in an amount up to 2.0% of the gross sales price of all shares sold through it as Agent under the applicable sales agreement. In connection with the sale of our common shares on our behalf, the Agents will be deemed to be underwriters within the meaning of the Securities Act and the compensation of the Agents will be deemed to be underwriting commissions or discounts.

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We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, for federal income tax purposes. To assist us in qualifying as a REIT, among other reasons, ownership of our outstanding common shares by any person is limited to 9.8% by value or number of shares, whichever is more restrictive, subject to certain exceptions. In addition, our declaration of trust contains various other restrictions on the ownership and transfer of our common shares.

*Investing in our common shares involves certain risks. See **Risk Factors** beginning on page S-3 of this prospectus supplement and page 5 of the accompanying prospectus.*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Cantor Fitzgerald & Co.

Barclays

The date of this prospectus supplement is January 13, 2015.

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or any applicable free writing prospectus. We have not, and the Agents have not, authorized any other person to provide you with different or additional information. If

anyone provides you with different or additional information, you should not rely on it. This prospectus supplement, the accompanying prospectus and any applicable free writing prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation in such jurisdiction. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of their respective dates or on the date or dates which are specified in these documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering.

If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. In addition, any statement in a filing we make with the Securities and Exchange Commission, or SEC, that adds to, updates or changes information contained in this prospectus supplement, the accompanying prospectus or an earlier filing we made with the SEC shall be deemed to modify and supersede such information. You should read carefully both this prospectus supplement and the accompanying prospectus together with the additional information described under the headings "Incorporation by Reference" and "Where You Can Find More Information" in this prospectus supplement.

Unless otherwise indicated or the context requires otherwise, in this prospectus supplement, references to "our company," "we," "us" and "our" mean Chatham Lodging Trust, a Maryland real estate investment trust, and its consolidated subsidiaries, and references to "our operating partnership" mean Chatham Lodging, L.P., a Delaware limited partnership.

INCORPORATION BY REFERENCE

This prospectus supplement and the accompanying prospectus are part of a registration statement that we have filed with the SEC. The SEC rules allow us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document. Any information referred to in this way is considered part of this prospectus supplement and the accompanying prospectus from the date we file that document. Any reports filed by us with the SEC after the date of this prospectus supplement and before the date that the offering of securities by means of this prospectus supplement and the accompanying prospectus is terminated will automatically update and, where applicable, supersede any information contained in this prospectus supplement and the accompanying prospectus or incorporated by reference herein and therein. We incorporate by reference into this prospectus supplement and the accompanying prospectus the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2013;

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014, June 30, 2014 and September 30, 2014;

the information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2013 from our Definitive Proxy Statement on Schedule 14A filed on April 18, 2014;

our Current Reports on Form 8-K filed on June 12, 2013 (solely with respect to the information reported under Item 9.01(a)) and September 24, 2013 (solely with respect to the information reported under Item 9.01(a)), our Current Report on Form 8-K/A filed on January 13, 2014, our Current Reports on Form 8-K filed on January 24, 2014 (solely with respect to the information reported under Item 8.01), January 31, 2014, March 18, 2014, April 10, 2014 (solely with respect to the information reported under Item 8.01), May 14, 2014, May 23, 2014, May 28, 2014 (solely with respect to the information reported under Item 8.01), May 30, 2014 (solely with respect to the information reported under Item 8.01), June 10, 2014, September 24, 2014 and November 20, 2014 (solely with respect to the information reported under Items 1.01 and 2.01); and

the description of our common shares included in our registration statement on Form 8-A filed on April 14, 2010.

All documents that we file (but not those that we furnish) pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, after the date of the initial registration statement of which this prospectus is a part and prior to the effectiveness of the registration statement, shall be deemed to be incorporated by reference into this prospectus and will automatically update and supersede the information in this prospectus and any previously filed documents. All documents that we file (but not those that we furnish) pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and prior to the termination of the offering of any of the common shares covered under this prospectus supplement shall be deemed to be incorporated by reference into this prospectus supplement and will automatically update and supersede the information in this prospectus supplement, the accompanying prospectus and any previously filed documents.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus supplement and the accompanying prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above that have been or may be incorporated by reference into this prospectus supplement and the accompanying prospectus, excluding exhibits

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to those documents unless they are specifically incorporated by reference into those documents. Requests for those documents should be directed to us as follows: Chatham Lodging Trust, 50 Cocoanut Row, Suite 211, Palm Beach, Florida 33480, Attn: Chief Financial Officer, Telephone: (561) 802-4477.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Exchange Act, and, in accordance with those requirements, file reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information, as well as the registration statement and the exhibits and schedules thereto, can be inspected at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such materials may be obtained at prescribed rates. Information about the operation of the public reference facilities may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy statements and other information regarding registrants, including us, that file such information electronically with the SEC. The address of the SEC's website is <http://www.sec.gov>. Copies of these documents may be available on our website at www.chathamlodgingtrust.com. Our internet website and the information contained therein or connected thereto are not incorporated into this prospectus supplement or the accompanying prospectus or any amendment or supplement hereto or thereto.

We have filed with the SEC a registration statement on Form S-3 under the Securities Act of 1933, as amended, or the Securities Act, with respect to the securities offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus, which form a part of the registration statement, do not contain all of the information set forth in the registration statement and its exhibits and schedules, certain parts of which are omitted in accordance with the SEC's rules and regulations. For further information about us and our common shares, we refer you to the registration statement and to such exhibits and schedules. You may review a copy of the registration statement at the SEC's public reference room in Washington, D.C. as well as through the SEC's website. Please be aware that statements in this prospectus supplement and the accompanying prospectus referring to a contract or other document are summaries and you should refer to the exhibits that are part of the registration statement for a copy of the contract or document.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

When used in this prospectus supplement, the accompanying prospectus, in future filings with the SEC or in press releases or other written or oral communications, statements which are not historical in nature, including those containing words such as believe, expect, anticipate, estimate, plan, continue, intend, should, may or expressions, are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, and, as such, may involve known and unknown risks, uncertainties and assumptions. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. Statements regarding the following subjects, among others, are forward-looking by their nature:

our business and investment strategy;

our forecasted operating results;

completion of hotel acquisitions;

our ability to obtain future financing arrangements;

our expected leverage levels;

our understanding of our competition;

market and lodging industry trends and expectations;

our investment in joint ventures;

anticipated capital expenditures; and

our ability to maintain our qualification as a REIT for federal income tax purposes.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information available to us at the time the forward-looking statements are made. These beliefs, assumptions and

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expectations can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, prospects, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider this risk when you make an investment decision concerning our securities. Additionally, the following factors could cause actual results to vary from our forward-looking statements:

the factors discussed in this prospectus supplement and the accompanying prospectus, including those set forth under the sections titled "Risk Factors," and the sections titled "Risk Factors" in our Annual Report on Form 10-K for our most recently completed fiscal year and subsequent Quarterly Reports on Form 10-Q and in the other information that we file with the SEC;

general volatility of the capital markets and the market price of our securities;

performance of the lodging industry in general;

changes in our business or investment strategy;

availability, terms and deployment of capital;

availability of and our ability to attract and retain qualified personnel;

our leverage levels;

our capital expenditures;

changes in our industry and the markets in which we operate, interest rates or the general U.S. or international economy;

our ability to maintain our qualification as a REIT for federal income tax purposes; and

the degree and nature of our competition.

All forward-looking statements speak only as of the date on which they are made. New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect us. Except as required by law, we are not obligated to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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SUMMARY

*The following summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in our common shares. We urge you to read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein carefully, including the financial statements and notes to those financial statements incorporated by reference herein and therein. Please read **Risk Factors** for more information about important risks that you should consider before investing in our common shares.*

The Company

We are a self-advised hotel investment company organized in October 2009 to invest in premium-branded upscale extended-stay and select-service hotels. We commenced operations in April 2010, upon completion of the initial public offering, or IPO, of our common shares. We expect that a significant portion of our portfolio will consist of hotels in the upscale extended-stay or select-service categories, including brands such as Homewood Suites by Hilton®, Residence Inn by Marriott®, Hyatt Place®, Courtyard by Marriott®, Hampton Inn® and Hampton Inn and Suites®.

We currently focus our hotel investments primarily in the 25 largest metropolitan markets in the United States.

We are the sole general partner of our operating partnership. Substantially all of our assets are held by, and all of our operations are conducted through, our operating partnership.

Our principal executive offices are located at 50 Cocoanut Row, Suite 211, Palm Beach, Florida 33480. Our telephone number is (561) 802-4477. Our website is www.chathamlodgingtrust.com. Our website and the information contained therein or connected thereto do not constitute a part of this prospectus supplement or the accompanying prospectus.

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The Offering

Issuer	Chatham Lodging Trust.
Common shares offered by us	Common shares having an aggregate gross offering price of up to \$29,263,865.
Manner of offering	At-the-market offerings that may be made from time to time through the Agents using commercially reasonable efforts, consistent with their normal trading and sales practices, on mutually agreed terms between the Agents and us. See Plan of Distribution in this prospectus supplement.
Use of Proceeds	We will contribute the net proceeds of this offering to our operating partnership in exchange for common units. Our operating partnership intends to use the net proceeds of this offering for general business purposes, including, without limitation, funding our investment activity, repayment of indebtedness and working capital. See Use of Proceeds and Plan of Distribution Other Relationships.
Ownership and transfer restrictions	Our declaration of trust, subject to certain exceptions, prohibits any person from directly or indirectly owning more than 9.8% by value or number of shares, whichever is more restrictive, of any outstanding class or series of our shares of beneficial interest. See Description of Shares of Beneficial Interest Restrictions on Ownership and Transfer in the accompanying prospectus.
NYSE symbol	CLDT
Risk Factors	Investing in our common shares involves risks. You should carefully read and consider the information set forth under Risk Factors and all other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus before investing in our common shares.

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RISK FACTORS

Investing in our common shares involves risks. In addition to other information in this prospectus supplement, you should carefully consider the following risks and the risks described in our Annual Report on Form 10-K, as updated and supplemented from time to time by the risks described in our subsequently filed periodic reports, as well as other information and data set forth in this prospectus supplement and the accompanying prospectus and the documents we incorporate by reference herein and therein before making an investment decision with respect to our common shares. The occurrence of any such risks could materially and adversely affect our business, prospects, financial condition, results of operations and our ability to make cash distributions to our shareholders, which could cause you to lose all or a part of your investment in our common shares. Some statements in this prospectus supplement and the accompanying prospectus and the documents we incorporate by reference herein and therein, including statements in the following risk factors, constitute forward-looking statements. See Forward-Looking Statements.

A large number of our common shares available for future sale could adversely affect the market price of our common shares and may be dilutive to current shareholders.

The sales of a substantial number of our common shares, or the perception that such sales could occur, could adversely affect the price for our common shares. Our Board of Trustees may authorize the issuance of additional authorized but unissued common shares or other authorized but unissued securities at any time, including pursuant to equity incentive plans. In addition, we have filed a registration statement with the SEC, allowing us to offer, from time to time and at any time, an indefinite amount of equity securities (including common or preferred shares), subject to market conditions and other factors. Accordingly, we may, from time to time and at any time, seek to offer and sell our equity securities, including sales of our common shares through the Agent in this offering, based upon market conditions and other factors.

This offering may have a dilutive effect on our earnings per share and funds from operations per share.

This offering may have a dilutive effect on our earnings per share and funds from operations per share after giving effect to the issuance of our common shares in this offering and the receipt of the expected net proceeds. The actual amount of dilution from this offering, or from any future offering of our equity securities, cannot be determined at this time. The market price of our common shares could decline as a result of sales of a large number of our common shares in the market pursuant to this offering, or otherwise, or as a result of the perception or expectation that such sales could occur.

Our management team has broad discretion in the use of the net proceeds of this offering and, despite our efforts, we may invest or spend the proceeds of this offering in ways with which you may not agree or in ways which may not yield a significant return.

Our management will have broad discretion over the use of proceeds from this offering. The net proceeds from this offering will be used for general business purposes, which may include, among other things, funding our investment activity, repayment of indebtedness and working capital. Our management will have considerable discretion in the application of the net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. As a result, the net proceeds from this offering may be used for general business purposes that do not increase our operating results or enhance the value of our common shares.

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USE OF PROCEEDS

We will contribute the net proceeds of this offering to our operating partnership in exchange for common units. Our operating partnership intends to use the net proceeds of this offering for general business purposes, including, without limitation, funding our investment activity, repayment of indebtedness and working capital.

Certain affiliates of Barclays are lenders and/or agents under our senior secured revolving credit facility. Certain affiliates of Barclays may also act as lenders under mortgages on certain of our properties. To the extent that we use the net proceeds from this offering to repay amounts we have borrowed, we may borrow or re-borrow in the future under the senior secured revolving credit facility or any mortgages, those lenders will receive their pro rata portion of any of the proceeds from this offering that we use to repay any such amounts.

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ADDITIONAL MATERIAL FEDERAL INCOME TAX CONSIDERATIONS

This summary supplements the discussion contained under the caption Material U.S. Federal Income Tax Considerations in the accompanying prospectus, which is incorporated by reference herein, and should be read in conjunction therewith.

Asset Tests

As discussed in the accompanying prospectus under Material U.S. Federal Income Tax Considerations Requirements for Qualification Asset Tests, previously issued IRS guidance established a safe harbor addressing when a mortgage loan may be treated as a real estate asset for purposes of the 75% REIT asset test. IRS Revenue Procedure 2014-51 replaced that safe harbor with a new safe harbor. Under the new safe harbor, the Internal Revenue Service will not challenge a REIT's treatment of a loan as being, in part, a qualifying real estate asset in an amount equal to the lesser of (1) the fair market value of the loan on the date of the relevant quarterly REIT asset testing date; or (2) the greater of (a) the current value of the real property securing the loan on the date of the relevant quarterly REIT asset testing date; or (b) the fair market value of the real property securing the loan determined as of the date the REIT committed to acquire the loan. We intend to invest in any mortgage loans in a manner that will enable us to continue to satisfy the asset test requirements.

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PLAN OF DISTRIBUTION

On January 31, 2014, we entered into a Controlled Equity OfferingSM sales agreement with Cantor under which we may issue and sell common shares having an aggregate gross sales price of up to \$50,000,000 from time to time through Cantor as our Agent. On January 13, 2015, we entered into a sales agreement with Barclays to add them as an additional Agent. Each sales agreement has been filed as an exhibit to a current report on Form 8-K filed under the Exchange Act and incorporated by reference in this prospectus supplement.

Prior to the filing of this prospectus supplement, we had offered and sold an aggregate of \$20,736,135 of our common shares through Cantor pursuant to our prior prospectus supplement dated January 31, 2014. That prior prospectus supplement is hereby superseded, for purposes of further sales of our common shares under the sales agreements, by this prospectus supplement. As of this date of this prospectus supplement, up to \$29,263,865 of our common shares remain available for offer and sale under the sales agreements and pursuant to this prospectus supplement.

Upon delivery of a placement notice and subject to the terms and conditions of the sales agreements, each Agent may sell our common shares by any method permitted by law deemed to be an at-the-market offering as defined in Rule 415 promulgated under the Securities Act, including sales made directly on the NYSE, on any other existing trading market for our common shares or to or through a market maker. Each Agent may also sell our common shares by any other method permitted by law, including in privately negotiated transactions. We may instruct the Agents not to sell common shares if the sales cannot be effected at or above the price designated by us from time to time. We or the Agents may suspend the offering of common shares upon notice and subject to other conditions.

We will pay each Agent commissions, in cash, for its services in acting as agent in the sale of our common shares. Each Agent will be entitled to compensation at a fixed commission rate of up to 2.0% of the aggregate gross sales price of all shares sold through it as Agent under the applicable sales agreement. Because there is no minimum offering amount required as a condition to close this offering, the actual total public offering amount, commissions and proceeds to us, if any, are not determinable at this time. We estimate that the total expenses for the offering, excluding commissions payable by us, will be approximately \$175,000.

Settlement for sales of common shares will occur on the third business day following the date on which any sales are made, or on some other date that is agreed upon by us and the applicable Agent in connection with a particular transaction, in return for payment of the net proceeds to us. Sales of our common shares as contemplated in this prospectus supplement will be settled through the facilities of The Depository Trust Company or by such other means as we and the applicable Agent may agree upon. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

Each Agent, if acting as the sales agent, will use commercially reasonable efforts, consistent with its normal sales and trading practices, to solicit offers to purchase the common shares under the terms and subject to the conditions set forth in the applicable sales agreement. In connection with the sale of the common shares on our behalf, the Agents will be deemed to be underwriters within the meaning of the Securities Act and the compensation of the Agents will be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to the Agents against certain civil liabilities, including liabilities under the Securities Act.

The offering of our common shares pursuant to each sales agreement will terminate upon the earlier of (1) the sale of all of our common shares subject to the sales agreements, or (2) termination of such sales agreement by the applicable Agent or us, as permitted therein. We and each Agent may each terminate the applicable sales agreement at any time upon five days prior notice.

The Agents and their affiliates may in the future provide various investment banking, commercial banking and other financial services for us and our affiliates, for which services they may in the future receive customary fees. To the extent required by Regulation M, the Agents will not engage in any market making activities involving our common shares while the offering is ongoing under this prospectus supplement.

This prospectus supplement and the accompanying prospectus in electronic format may be made available on websites maintained by the Agents and the Agents may distribute this prospectus supplement and the accompanying prospectus electronically.

Other Relationships

Some of the Agents and their affiliates have provided investment banking, commercial banking and financial advisory services for us from time to time for which they have received customary fees and expenses. In the ordinary course of business, the Agents and their affiliates have provided in the past, and may provide from time to time in the future, certain commercial banking, financial advisory, investment banking and other services for us for which they have received or will receive customary fees and commissions.

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In addition, in the ordinary course of their business activities, the Agents and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own accounts and for the accounts of their customers. The Agents and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions to such securities and instruments.

Certain affiliates of Barclays are lenders and/or agents under our senior secured revolving credit facility. Certain affiliates of Barclays may also act as lenders under mortgages on certain of our properties. To the extent that we use the net proceeds from this offering to repay amounts we have borrowed, we may borrow or re-borrow in the future under the unsecured revolving credit facility or any mortgages, those lenders will receive their pro rata portion of any of the proceeds from this offering that we use to repay any such amounts.

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LEGAL MATTERS

Certain legal matters in connection with this offering will be passed upon for us by Hunton & Williams LLP. Venable LLP will issue an opinion to us regarding certain matters of Maryland law, including the validity of the common shares sold in this offering. The Agents are being represented in connection with this offering by Reed Smith LLP, New York, New York.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K of Chatham Lodging Trust for the year ended December 31, 2013, the audited historical financial statements of INK Acquisition, LLC incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K of Chatham Lodging Trust for the year ended December 31, 2013, the audited historical financial statements of Continental/Rockbridge North Shore Hotel, L.P. d/b/a Hyatt Place Pittsburgh North Shore Hotel included on page 15 of Chatham Lodging Trust's Current Report on Form 8-K dated May 17, 2013 and filed on June 12, 2013, the audited historical financial statements of NP OGL, LLC d/b/a SpringHill Suites Savannah included on page 7 of Chatham Lodging Trust's Current Report on Form 8-K/A dated December 9, 2013 and filed on January 13, 2014 and the audited historical financial statements of the Silicon Valley Portfolio included on page 14 of Chatham Lodging Trust's Current Report on Form 8-K dated May 27, 2014 and filed on May 28, 2014 have been so incorporated in reliance on the reports of PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited historical combined financial statements of MG-Bellevue, LLC and MGB Hotel, LLC included on page 14 of Chatham Lodging Trust's Current Report on Form 8-K dated August 9, 2013 and filed on September 24, 2013 have been so incorporated in reliance on the reports of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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PROSPECTUS

\$500,000,000

Common Shares

Preferred Shares

Warrants

Units

We may offer, issue and sell from time to time, together or separately, the securities described in this prospectus, at an aggregate public offering price that will not exceed \$500,000,000.

We will provide the specific terms of any securities we may offer in supplements to this prospectus. You should read this prospectus and any applicable prospectus supplement carefully before you invest. This prospectus may not be used to offer and sell any securities unless accompanied by a prospectus supplement describing the amount of and terms of the offering of those securities.

We may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to purchasers on a continuous or delayed basis. We reserve the sole right to accept, and together with any underwriters, dealers and agents, reserve the right to reject, in whole or in part, any proposed purchase of securities. The names of any underwriters, dealers or agents involved in the sale of any securities, the specific manner in which they may be offered and any applicable commissions or discounts will be set forth in the prospectus supplement covering the sales of those securities.

Our common shares of beneficial interest, \$0.01 par value per share, or our common shares, are listed on the New York Stock Exchange, or the NYSE, under the trading symbol CLDT. On January 15, 2014, the closing price of our common shares on the NYSE was \$20.28 per share. We have not yet determined whether any of the other securities that may be offered by this prospectus will be listed on any exchange, inter-dealer quotation system or over-the-counter system. If we decide to seek a listing for any of those securities, that will be disclosed in a prospectus supplement.

Investing in our securities involves risks. You should carefully read and consider the risks described under the section entitled Risk Factors included in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, in prospectus supplements relating to specific offerings of securities and in

other information that we file with the Securities and Exchange Commission before making a decision to invest in our securities.

We impose certain restrictions on the ownership and transfer of our shares of beneficial interest. You should read the information under the section entitled "Description of Shares of Beneficial Interest" "Restrictions on Ownership and Transfer" in this prospectus for a description of these restrictions.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 30, 2014.

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You should rely only on the information contained in or incorporated by reference into this prospectus, any applicable prospectus supplement or any applicable free writing prospectus. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. This prospectus and any applicable prospectus supplement do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation in such jurisdiction. You should assume that the information appearing in this prospectus, any applicable prospectus supplement, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of their respective dates or on the date or dates which are specified in these documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement that we have filed with the Securities and Exchange Commission, or the SEC. By using a shelf registration statement, we may sell, at any time and from time to time, in one or more offerings, any combination of the securities described in this prospectus up to a maximum aggregate offering price of \$500,000,000. The exhibits to our registration statement and documents incorporated by reference contain the full text of certain contracts and other important documents that we have summarized in this prospectus or that we may summarize in a prospectus supplement. Since these summaries may not contain all the information that you may find important in deciding whether to purchase the securities we offer, you should review the full text of these documents. The registration statement and the exhibits and other documents can be obtained from the SEC as indicated under the sections entitled **Where You Can Find More Information** and **Documents Incorporated By Reference**.

This prospectus only provides you with a general description of the securities we may offer, which is not meant to be a complete description of each security. Each time we sell securities, we will provide a prospectus supplement that contains specific information about the terms of those securities. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the prospectus supplement. You should read carefully both this prospectus and any prospectus supplement together with the additional information described under the sections entitled **Where You Can Find More Information** and **Incorporation of Certain Documents By Reference**.

Unless otherwise indicated or the context requires otherwise, in this prospectus and any prospectus supplement hereto, references to our company, we, us and our mean Chatham Lodging Trust, a Maryland real estate investment trust, and its subsidiaries and references to our operating partnership mean Chatham Lodging, L.P., a Delaware limited partnership.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

SEC rules allow us to incorporate by reference information into this prospectus. This means that we can disclose important information to you by referring you to another document. Any information referred to in this way is considered part of this prospectus from the date we file that document. Any reports filed by us with the SEC after the date of this prospectus and before the date that the offering of securities by means of this prospectus is terminated will automatically update and, where applicable, supersede any information contained in this prospectus or incorporated by reference into this prospectus. We incorporate by reference into this prospectus the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2012;

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013, June 30, 2013 and September 30, 2013;

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the information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2012 from our Definitive Proxy Statement on Schedule 14A filed on April 15, 2013; and

our Current Reports on Form 8-K filed on January 8, 2013, (solely with respect to the information reported under Item 8.01), January 14, 2013, January 30, 2013, April 29, 2013, May 17, 2013, our Current Report on Form 8-K/A filed on May 20, 2013, our Current Reports on Form 8-K filed on June 11, 2013 (solely with respect to the information reported under Item 8.01), June 12, 2013 (solely with respect to the information reported under Items 8.01 and 9.01(a)), June 18, 2013, June 21, 2013, September 24, 2013 (solely with respect to the information reported under Items 8.01 and

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9.01(a)), September 30, 2013, November 1, 2013, November 13, 2013, November 14, 2013 and December 9, 2013, our Current Report on Form 8-K/A filed on December 11, 2013, our Current Reports on Form 8-K filed on December 13, 2013 (solely with respect to the information reported under Items 1.01, 2.03 and 9.01), December 17, 2013 and our Current Report on Form 8-K/A filed on January 13, 2014.

All documents that we file (but not those that we furnish) pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, after the date of the initial registration statement of which this prospectus is a part and prior to the effectiveness of the registration statement, shall be deemed to be incorporated by reference into this prospectus and will automatically update and supersede the information in this prospectus and any previously filed documents. All documents that we file (but not those that we furnish) pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus and prior to the termination of the offering of any of the securities covered under this prospectus shall be deemed to be incorporated by reference into this prospectus and will automatically update and supersede the information in this prospectus, the applicable prospectus supplement and any previously filed documents.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above that have been or may be incorporated by reference into this prospectus, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. Requests for those documents should be directed to us as follows: Chatham Lodging Trust, 50 Coconut Row, Suite 211, Palm Beach, Florida 33480, Attn: Chief Financial Officer, Telephone: (561) 802-4477.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Exchange Act, and, in accordance with those requirements, file reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information, as well as the registration statement and the exhibits and schedules thereto, can be inspected at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such materials may be obtained at prescribed rates. Information about the operation of the public reference facilities may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy statements and other information regarding registrants, including us, that file such information electronically with the SEC. The address of the SEC's website is <http://www.sec.gov>. Copies of these documents may be available on our website at www.chathamlodgingtrust.com. Our internet website and the information contained therein or connected thereto are not incorporated into this prospectus or any amendment or supplement thereto.

We have filed with the SEC a registration statement on Form S-3 under the Securities Act of 1933, as amended, or the Securities Act, with respect to the securities offered by this prospectus. This prospectus, which forms a part of the registration statement, does not contain all of the information set forth in the registration statement and its exhibits and schedules, certain parts of which are omitted in accordance with the SEC's rules and regulations. For further information about us and the securities, we refer you to the registration statement and to such exhibits and schedules. You may review a copy of the registration statement at the SEC's public reference room in Washington, D.C. as well as through the SEC's website. Please be aware that statements in this prospectus referring to a contract or other document are summaries and you should refer to the exhibits that are part of the registration statement for a copy of the contract or document.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

When used in this prospectus, in future filings with the SEC or in press releases or other written or oral communications, statements which are not historical in nature, including those containing words such as "believe,"

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expect, anticipate, estimate, plan, continue, intend, should, may or similar

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expressions, are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, and, as such, may involve known and unknown risks, uncertainties and assumptions. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. Statements regarding the following subjects, among others, are forward-looking by their nature:

our business and investment strategy;

our forecasted operating results;

completion of hotel acquisitions;

our ability to obtain future financing arrangements;

our expected leverage levels;

our understanding of our competition;

market and lodging industry trends and expectations;

our investment in joint ventures;

anticipated capital expenditures; and

our ability to maintain our qualification as a real estate investment trust, or REIT, for U.S. federal income tax purposes.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information available to us at the time the forward-looking statements are made. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, prospects, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider this risk when you make an investment decision concerning our securities. Additionally, the following factors could cause actual results to vary from our forward-looking statements:

the factors discussed in this prospectus and any prospectus supplement, including those set forth under the section titled "Risk Factors," and the sections captioned "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and our periodic reports and other information that we file with the SEC;

general volatility of the capital markets and the market price of our securities;

performance of the lodging industry in general;

changes in our business or investment strategy;

availability, terms and deployment of capital;

availability of and our ability to attract and retain qualified personnel;

our leverage levels;

our capital expenditures;

changes in our industry and the markets in which we operate, interest rates or the general U.S. or international economy;

our ability to maintain our qualification as a REIT for U.S. federal income tax purposes; and

the degree and nature of our competition.

All forward-looking statements speak only as of the date on which they are made. New risks and uncertainties arise over time and it is not possible to predict those events or how they may affect us. Except as required by law, we are not obligated to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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OUR COMPANY

We are an internally managed hotel investment company organized in October 2009 to invest primarily in premium-branded upscale extended stay and select-service hotels. As of January 15, 2014, we owned 25 hotels with an aggregate of 3,591 rooms in 15 states and the District of Columbia. Additionally, we currently hold a 10.3% interest in a joint venture with Cerberus Capital Management, or Cerberus, that owns 51 hotels with an aggregate of 6,847 rooms, which we refer to as the INK JV. We also hold a 5.0% interest in another joint venture with Cerberus, which we refer to as the Torrance JV, that owns one hotel with 248 rooms. We focus our hotel investments primarily in the largest 25 metropolitan markets in the United States.

We are the sole general partner of Chatham Lodging, L.P., our operating partnership. Substantially all of our assets are held by, and all of our operations are conducted through, our operating partnership.

We were formed as a Maryland real estate investment trust on October 26, 2009. Our principal executive offices are located at 50 Cocoanut Row, Suite 211, Palm Beach, Florida 33480. Our telephone number is (561) 802-4477.

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RISK FACTORS

Investing in our securities involves a high degree of risk. Before purchasing the securities offered by this prospectus you should carefully consider the risk factors incorporated by reference in this prospectus from our Annual Report on Form 10-K for the year ended December 31, 2012, as well as the risks, uncertainties and additional information set forth in our SEC reports on Forms 10-K, 10-Q and 8-K and in the other documents incorporated by reference in this prospectus. For a description of these reports and documents, and information about where you can find them, see

Where You Can Find More Information and Incorporation of Certain Documents By Reference. Additional risks not presently known or that are currently deemed immaterial could also materially and adversely affect our financial condition, results of operations, business and prospects.

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USE OF PROCEEDS

Unless otherwise indicated in a prospectus supplement, we intend to use the net proceeds from the offering of securities under this prospectus for general corporate purposes, including funding our investment activity, repayment of indebtedness and working capital. Further details relating to the use of the net proceeds from the offering of securities under this prospectus will be set forth in the applicable prospectus supplement.

Table of Contents**RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SHARE DIVIDENDS**

The following table sets forth our ratio of earnings to combined fixed charges and preferred share dividends for the periods shown:

	Nine Months Ended September 30, 2013	Year Ended December 31, 2012	2011	2010	2009
Ratio of earnings to combined fixed charges and preferred share dividends (1):	2.90	2.34	(2)	(3)	(4)

- (1) We have not issued preferred shares and, accordingly, no preferred share dividends were declared or paid for any of the periods presented.
- (2) Earnings for the year ended December 31, 2011 were less than zero. As a result the coverage ratio was less than 1:1. The total fixed charges amount for that period were \$8,394,000 and the total earnings amount was \$(643,000). The amount of the deficiency, or the additional earnings we would need to generate to achieve a coverage ratio of 1:1, was approximately \$9,037,000.
- (3) Earnings for the year ended December 31, 2010 were less than zero. As a result the coverage ratio was less than 1:1. The total fixed charges amount for that period were \$981,000 and the total earnings amount was \$(220,000). The amount of the deficiency, or the additional earnings we would need to generate to achieve a coverage ratio of 1:1, was approximately \$1,201,000.
- (4) Earnings for the period from October 26, 2009 (the date that our operations commenced) through December 31, 2009 were less than zero. The total fixed charges amount for that period were \$0 and the total earnings amount was \$0. The amount of the deficiency, or the amount of fixed charges in excess of earnings, was \$0.

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DESCRIPTION OF THE SECURITIES WE MAY OFFER

This prospectus contains summary descriptions of our common shares, preferred shares, warrants to purchase equity securities and units that we may offer from time to time. As fu