As filed with the Securities and Exchange Commission on March 30, 2006

**Registration No. 333-**

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

# FORM S-11

**REGISTRATION STATEMENT UNDER** 

THE SECURITIES ACT OF 1933

## DIAMONDROCK HOSPITALITY COMPANY

(Exact Name of Registrant as Specified in its Governing Instruments)

**6903 Rockledge Drive, Suite 800, Bethesda, Maryland 20817, (240) 744-1150** (Address, Including Zip Code, and Telephone Number,

Including Area Code, of Registrant's Principal Executive Offices)

William W. McCarten

Chief Executive Officer DiamondRock Hospitality Company

6903 Rockledge Drive, Suite 800, Bethesda, Maryland 20817

(240) 744-1150

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Suzanne D. Lecaroz, Esq. Goodwin Procter LLP Exchange Place, 53 State Street Boston, MA 02109 (617) 570-1000 David C. Wright, Esq. Hunton & Williams LLP 951 E. Byrd Street Richmond, Virginia 23219-4074 (804) 788-8200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this Form is filed 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. Registration No. 333-132266

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 number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

### CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amount Being Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	3,220,000	\$13.00	\$41,860,00	\$4,480

(1) Includes 420,000 shares that may be purchased pursuant to an over-allotment option granted to the underwriters.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

#### EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), and General Instruction G of Form S-11. The contents of the Registration Statement on Form S-11 (Registration No. 333-132266) filed by DiamondRock Hospitality Company (the "Company") pursuant to the Act with the Securities and Exchange Commission (the "Commission") on March 8, 2006, as amended, including the exhibits thereto, and declared effective by the Commission on March 29, 2006, is incorporated herein by reference.

#### CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on March 30, 2006), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than March 30, 2006.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bethesda, Maryland, on March 30, 2006.

## DIAMONDROCK HOSPITALITY COMPANY

By:	/s/ MICHAEL D. SCHECTER
Name:	Michael D. Schecter
Title:	General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

By:	*	March 30, 2006
Name: Title:	William W. McCarten Chairman of the Board, Director and Chief Executive Officer	
By:	*	March 30, 2006
Name: Title:	John L. Williams President, Chief Operating Officer and Director	
By:	*	March 30, 2006
Name: Title:	Mark W. Brugger Executive Vice President, Chief Financial Officer and Treasurer	
By:	*	March 30, 2006
Name: Title:	Sean M. Mahoney Chief Accounting Officer and Corporate Controller	
By:	*	March 30, 2006
Name: Title:	Daniel J. Altobello Director	
By:	*	March 30, 2006
Name: Title:	W. Robert Grafton Lead Director	
By:	*	March 30, 2006
Name: Title:	Maureen L. McAvey Director	
By:	*	March 30, 2006
Name: Title:	Gilbert T. Ray Director	

\* By Michael D. Schecter, as attorney-in-fact pursuant to written power of attorney

## EXHIBIT INDEX

	Exhibit Number	Exhibit Title	
	5.1	Opinion of Goodwin Procter LLP	
	8.1	Opinion of Goodwin Procter LLP	
	23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)	
	23.2	Consent of KPMG LLP	
	23.3	Consent of PricewaterhouseCoopers LLP	
	23.4	Consent of Ernst & Young LLP	
	24.1	Power of Attorney*	
*	-	d by reference to the Company's Registration Statement on Form S-11, as amended, filed with the Securities and Exchange Commission on 006 (File No. 333-132266).	

EXPLANATORY NOTE CERTIFICATION SIGNATURES EXHIBIT INDEX DiamondRock Hospitality Company 6903 Rockledge Drive, Suite 800 Bethesda, Maryland 20817

#### Re: Legality of Securities to be Registered Under Registration Statement on Form S-11

Ladies and Gentlemen:

We have acted as counsel for DiamondRock Hospitality Company, a Maryland corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of (i) a Registration Statement on Form S-11, Registration No. 333-132266, as amended (the "Initial Registration Statement"), and (ii) a second Registration Statement on Form S-11 to be filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion is being rendered to you in connection with the filing of the 462(b) Registration Statement, pursuant to which the Company is registering 3,220,000 of its shares (the "Shares") of common stock \$.01 par value per share.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Maryland General Corporation Law (which includes applicable provisions of the Maryland Constitution and reported judicial decisions interpreting the Maryland General Corporation Law and the Maryland Constitution).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Sincerely,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

DiamondRock Hospitality Company 6903 Rockledge Drive, Suite 800 Bethesda, MD 20817

#### Ladies and Gentlemen:

We have acted as counsel for DiamondRock Hospitality Company, a Maryland corporation (the "Company"), in connection with a registration (the "Registration") of shares of common stock of the Company, par value \$0.01 per share, as described in the registration statement on Form S-11 filed with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), on March 30, 2006 (the "Registration Statement"). This opinion letter addresses the Company's qualification as a real estate investment trust (a "REIT") under the Internal Revenue Code of 1986, as amended (the "Code"), and the accuracy of certain matters discussed in the Registration Statement under the heading "Federal Income Tax Considerations."

In rendering the following opinions, we have reviewed and relied upon the Articles of Amendment and Restatement of Articles of Incorporation and Bylaws of the Company dated as of June 25, 2004, the Limited Partnership Agreement of DiamondRock Hospitality Limited Partnership (the "Partnership Agreement"), a Delaware limited partnership (the "Operating Partnership"), dated as of June 4, 2004 and as in effect as of the date hereof, and such other records, certificates, and documents as we have deemed necessary or appropriate for purposes of rendering the opinions set forth herein. For purposes of this opinion letter, we have assumed (i) the genuineness of all signatures on documents we have examined, (ii) the authenticity of all documents submitted to us as originals, (iii) the conformity to the original documents of all documents submitted to us as copies, (iv) the conformity, to the extent relevant to our opinions, of final documents to all documents submitted to us as drafts, (v) the authority and capacity of the individual or individuals who executed any such documents on behalf of any person, and (vi) the accuracy and completeness of all records made available to us.

We also have reviewed and relied upon the representations, as to factual matters, and covenants of the Company and the Operating Partnership contained in a letter that the Company provided to us in connection with the preparation of this opinion letter (the "REIT Certificate"), and that we have discussed with the Company's representative, regarding the organization and operations of the Company and the Operating Partnership and other matters affecting the Company's ability to qualify as a REIT. For purposes of this opinion letter, we assume that each such representation and covenant has been, is and will be true, correct and complete, that the Company, the Operating Partnership and any subsidiaries have been, are and will be owned and operated in accordance with the REIT Certificate and that all representations that speak to the best of the belief and/or knowledge of any person(s) or party(ies), or are subject to similar qualification, have been, are and will continue to be true, correct and complete as if made without such qualification. To the extent such representations and covenants speak to the intended ownership or operations of the Company or the Operating Partnership, we assume that each of the Company and the Operating Partnership will in fact be owned and operated in accordance with such stated intent.

Based upon the foregoing and subject to the limitations set forth herein, we are of the opinion that:

 (i) commencing with the Company's taxable year ended December 31, 2005, the Company has been and is organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code and its current and proposed ownership and operations will allow the Company to continue to satisfy the requirements for qualification and taxation as a REIT under the Code for subsequent taxable years;

- (ii) as long as the Operating Partnership has only one member for federal income tax purposes, it will be disregarded as an entity separate from the Company and if and when the Operating Partnership has two or more members for federal income tax purposes, the Operating Partnership will be treated as a partnership within the meaning of Code Sections 7701(a)(2) and 761(a) and will not be treated as a publicly traded partnership taxable as a corporation under the rules of Code Section 7704; and
- (iii) the statements set forth under the heading "Certain Federal Income Tax Considerations" in the Registration Statement, insofar as such statements constitute matters of law, summaries of legal matters, legal documents, contracts or legal proceedings, or legal conclusions, are correct in all material respects and do not omit to state a matter of law necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

We express no opinion other than the opinions expressly set forth herein. Our opinions are not binding on the Internal Revenue Service. The Internal Revenue Service may disagree with and challenge our conclusions, and a court could sustain such a challenge. Our opinions are based upon the Code, the Income Tax Regulations and Procedure and Administration Regulations promulgated thereunder and existing administrative and judicial interpretations thereof, all as in effect as of the date of this opinion letter. Changes in applicable law could cause the federal income tax treatment of the Company to differ materially and adversely from the treatment described above and render the tax discussion in the Registration Statement incorrect or incomplete.

We are rendering this opinion letter to you in connection with the Registration and this opinion letter may not be relied upon by any other person or for any other purpose without our prior written consent. This opinion speaks only as of the date hereof, and we undertake no obligation to update this opinion or to notify any person of any changes in facts, circumstances or applicable law (including without limitation any discovery of any facts that are inconsistent with the REIT Certificate).

Very truly yours, /s/ Goodwin Procter LLP

Goodwin Procter LLP

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#### **Consent of Independent Registered Public Accounting Firm**

The Board of Directors DiamondRock Hospitality Company:

We consent (a) to the use of our report dated March 8, 2006, with respect to the consolidated financial statements and schedule of DiamondRock Hospitality Company and subsidiaries (the Company) as of December 31, 2005 and 2004, and for the year ended December 31, 2005 and the period from May 6, 2004 (Inception) to December 31, 2004; (b) to the use of our report dated January 5, 2005, with respect to the financial statements of Sonoma LLC as of October 8, 2004 and January 2, 2004, and for the period from April 24, 2004 to October 8, 2004 and the period from January 3, 2004 to April 23, 2004, and the fiscal years ended January 2, 2004 and January 3, 2003; (c) to the use of our report dated November 19, 2004, with respect to the financial statements of Courtyard by Marriott Midtown East as of October 8, 2004 and January 2, 2004, and for the period from January 3, 2004 to October 8, 2004 and years ended January 2, 2004 and January 3, 2003; (d) to the use of our report dated December 15, 2004, with respect to the financial statements of Rock Spring Park Hotel Limited Partnership as of October 8, 2004 and January 2, 2004, and for the period from January 3, 2004 to October 8, 2004 and fiscal years ended January 2, 2004 and January 3, 2003; (e) to the use of our report dated January 5, 2005, with respect to the financial statements of Salt Lake City Marriott Downtown as of October 8, 2004 and January 2, 2004, and for the period from January 3, 2004 to October 8, 2004 and fiscal years ended January 2, 2004 and January 3, 2003; (f) to the use of our report dated January 5, 2005, with respect to the financial statements of Torrance Marriott as of October 8, 2004 and January 2, 2004, and for the period from January 3, 2004 to October 8, 2004 and fiscal years ended January 2, 2004 and January 3, 2003; (g) to the use of our report dated January 17, 2005, with respect to the financial statements of Fifth Avenue Hospitality Associates, LLC for the nine-month period ended September 30, 2004 and each of the two years ended December 31, 2003 and 2002; (h) to the use of our report dated January 31, 2005, with respect to the financial statements of Griffin Gate Marriott Resort for the period from January 4, 2003 to June 25, 2003 and for the fiscal year ended January 3, 2003; (i) to the use of our report dated January 31, 2005, with respect to the financial statements of MI Griffin Gate Hotel, LLC for the periods from January 3, 2004 to October 8, 2004 and June 26, 2003 to January 2, 2004; (j) to the use of our report dated April 28, 2005, with respect to the financial statements of Capital Hotel Investments, LLC Four Pack as of December 31, 2004 and 2003 and for each of the years in the three-year period ended December 31, 2004; (k) to the use of our report dated August 5, 2005, with respect to the financial statements of Oak Brook Hills Hotel and Resort as of June 30, 2005 and 2004, and for each of the years then ended; (1) to the use of our report dated March 1, 2006, with respect to the financial statements of Chicago 540 Lessee, Inc. as of December 31, 2005 and 2004, and for each of the years in the three-year period ended December 31, 2005; and (m) to the use of our report dated March 1, 2006, with respect to the financial statements of Chicago 540 Hotel, LLC as of December 31, 2005 and 2004, and for each of the years in the three-year period ended December 31, 2005, included herein and to the references to our firm under the headings "Summary Selected Historical and Pro Forma Financial and Operating Data", "Selected Historical and Pro Forma Financial and Operating Data", "Unaudited Pro Forma Financial Information" and "Experts" in the prospectus.

/s/ KPMG LLP

March 30, 2006 McLean, Virginia

Consent of Independent Registered Public Accounting Firm

#### CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-11 of our report dated May 2, 2005 relating to the financial statements of VAMHC, Inc., which appears in the Registration Statement of DiamondRock Hospitality Company (No. 333-132266). We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Denver, Colorado March 30, 2006

CONSENT OF INDEPENDENT ACCOUNTANTS

#### **Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-11 of DiamondRock Hospitality Company for the registration of 3,220,000 shares of its common stock in to the use of our report dated November 11, 2005, with respect to the financial statements of Orlando Airport Marriott Hotel included in the Registration Statement on Form S-11 (File No. 333-132266) and related Prospectus of DiamondRock Hospitality Company.

/s/ Ernst & Young, LLP

Chicago, Illinois March 29, 2006

Consent of Independent Registered Public Accounting Firm