

**UNITED STATES
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):
July 15, 2015

DiamondRock Hospitality Company

(Exact name of registrant as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-32514
(Commission File Number)

20-1180098
(IRS Employer
Identification No.)

3 Bethesda Metro Center, Suite 1500
Bethesda, MD 20814
(Address of Principal Executive Offices) (Zip Code)

(240) 744-1150
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

This Current Report on Form 8-K ("Current Report") contains forward-looking statements within the meaning of federal securities laws and regulations. These forward-looking statements are identified by their use of terms and phrases such as "believe," "expect," "intend," "project," "anticipate," "position," and other similar terms and phrases, including references to assumptions and forecasts of future results. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from those anticipated at the time the forward-looking statements are made. These risks include, but are not limited to those risks and uncertainties associated with our business described from time to time in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K filed on February 27, 2015, the ability to extend the income tax agreement, the expected amount of the income tax provisions for the second quarter of 2015 and the expected use of a portion of the proceeds from the new loan. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information in this Current Report is as of the date of this Current Report, and we undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.

Item 2.02. Results of Operations and Financial Condition.

As of June 30, 2015, DiamondRock Hospitality Company (the "Company") had not received the extension of the income tax agreement with the U.S. Virgin Islands (USVI) related to the TRS that owns Frenchman's Reef. The previous agreement, which expired in February 2015, reduced the income tax rate to approximately 7%. As a result, the TRS that owns Frenchman's Reef continues to be subject to the enacted statutory rate of 37.4%. The extension delay is expected to increase the Company's second quarter income tax provision by approximately \$2.0 million. The Company continues to diligently work to extend this agreement, which, if extended, would be retroactively applied back to the date of expiration, but it may not be successful. If the agreement is not extended, the TRS that owns Frenchman's Reef will continue to be subject to the enacted statutory rate, which as of June 30, 2015 was 37.4%.

The information in this Item 2.02 of this Current Report is being furnished and shall not be deemed "filed" for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

Item 7.01. Regulation FD Disclosure.

On July 15, 2015, the Company issued a press release announcing that the Company has repaid the mortgage loan secured by the JW Marriott Denver at Cherry Creek (the "Hotel") and entered into a new \$65 million loan secured by a mortgage on the Hotel. A copy of that press release is furnished as Exhibit 99.1 to this Current Report.

On July 15, 2015, the Company issued a press release announcing the acquisition of the 184-suite Sheraton Suites Key West, located in Key West, Florida. A copy of that press release is furnished as Exhibit 99.2 to this Current Report. The press release has also been posted in the investor relations/presentations section of the Company's website at www.drhc.com. A copy of materials about the acquired hotel property that the Company intends to distribute is furnished as Exhibit 99.3 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report, including Exhibits 99.1, 99.2 and 99.3 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

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Item 8.01. Other Information

The Company recently closed on a \$65 million loan secured by a mortgage on the JW Marriott Denver at Cherry Creek. The loan has a term of 10 years and bears interest at a fixed rate of 4.33%. Principal payments are based on a 30 year amortization schedule after a one-year interest only period, and the loan will mature in 2025. The Company used a portion of the proceeds to fully repay the approximately \$38.1 million outstanding on the previous mortgage loan. The remaining proceeds are expected to address near term debt maturities.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

See Exhibits Index

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SIGNATURE

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

DIAMONDROCK HOSPITALITY COMPANY

Date: July 15, 2015

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

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 15, 2015, regarding the JW Marriott Denver at Cherry Creek mortgage loan
99.2	Press Release dated July 15, 2015, regarding the acquisition of the Sheraton Suites Key West
99.3	Materials about the Sheraton Suites Key West

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COMPANY CONTACT

Sean Mahoney
(240) 744-1150

DIAMONDROCK REFINANCES THE JW MARRIOTT DENVER

Long-term Fixed Rate Loan with Increased Loan Proceeds and Lower Interest Rate

BETHESDA, MD, July 15, 2015 — **DiamondRock Hospitality Company** (the “Company”) (**NYSE: DRH**) today announced that it repaid the mortgage loan secured by the JW Marriott Denver at Cherry Creek (the “Hotel”) and entered into a new \$65 million mortgage loan secured by the Hotel. The new ten-year loan bears interest at a fixed rate of 4.33%, will amortize on a 30-year amortization schedule after a one-year interest only period, and will mature in 2025.

“We are pleased to announce the successful refinancing of the JW Marriott Denver. We successfully increased the loan proceeds and substantially lowered the interest rate as part of our 2015 refinancing strategy to take advantage of the attractive financing market to reduce our annual borrowing costs.” stated Sean Mahoney, Executive Vice President, Chief Financial Officer and Treasurer of the Company.

The new interest rate is 214 basis points lower than the rate of the prior mortgage loan, which reduced the Company’s weighted average interest rate to 4.6%. The Company used a portion of the \$65 million of proceeds from the new loan to repay the \$38.1 million balance on the maturing mortgage loan and expects to utilize the balance to address near-term debt maturities.

About the Company

DiamondRock Hospitality Company is a self-advised real estate investment trust (REIT) that is an owner of a leading portfolio of geographically diversified hotels concentrated in top gateway markets and destination resort locations. The Company owns 29 premium quality hotels with approximately 10,900 rooms. The Company has strategically positioned its hotels to generally be operated under leading global brands such as Hilton, Marriott, and Westin, as well as boutique hotels in the lifestyle segment. For further information on the Company and its portfolio, please visit DiamondRock Hospitality Company’s website at www.drhc.com.

This press release contains forward-looking statements within the meaning of federal securities laws and regulations. These forward-looking statements are identified by their use of terms and phrases such as “believe,” “expect,” “intend,” “project,” “anticipate,” “position,” and other similar terms and phrases, including references to the expected use of the remaining proceeds

from the new mortgage loan and assumptions and forecasts of future results. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from those anticipated at the time the forward-looking statements are made. These risks include, but are not limited to those risks and uncertainties associated with our business described from time to time in our filings with the Securities and Exchange Commission. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information in this press release is as of the date of this press release, and we undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.



COMPANY CONTACT

Sean Mahoney
(240) 744-1150

DIAMONDROCK ACQUIRES KEY WEST HOTEL FOR \$94 MILLION

BETHESDA, Maryland, July 15, 2015 - DiamondRock Hospitality Company (the "Company") (NYSE:DRH) today announced that it recently acquired the fee simple interest in the 184-suite Sheraton Suites Key West ("Hotel") in Key West, Florida, for \$94.0 million (or \$511,000 per guest room). The purchase price represents a 12.8 multiple on forecasted 2015 Hotel earnings before interest, taxes, depreciation and amortization ("EBITDA") of \$7.3 million and a 7.1% capitalization rate on the Hotel's 2015 forecasted net operating income.



"We are very excited about our acquisition of this all-suites hotel, which represents our second acquisition in the highest RevPAR market in the United States," said Mark W. Brugger, President and Chief Executive Officer of DiamondRock Hospitality Company. "With 480 square foot guestrooms, the Hotel features some of the largest rooms in the market. The Hotel is in excellent condition and features direct access to Smathers Beach, the largest and most popular beach in Key West."

The Company is finalizing its plans to reposition and re-launch the Hotel as an independent lifestyle resort, leveraging the Hotel's high quality, superior room size, and beachfront location. As part of the repositioning plan, the Company is developing a \$5 million capital plan to improve the arrival experience, lobby, pool, and guest rooms. These renovations are expected to be minimally disruptive and will primarily be completed in the offseason. The conversion to an independent hotel is expected to take place in late 2016 after initial upgrades are completed. Upon stabilization, the Company expects to improve the Hotel's profit margins by approximately 500 basis points and expects the Hotel to generate approximately \$9.5 to \$10.0 million of Hotel Adjusted EBITDA. By comparison, the Hotel's profit margins are currently almost 1,000 basis points lower than the Company's other independent hotel in Key West.

The Hotel will continue to be managed by Ocean Properties, a leading operator of over 100 branded and independent hotels, including six Key West hotels. "We are thrilled to establish a relationship with Ocean Properties, a proven leader in managing both branded and high-end, independent hotels," added Mark W. Brugger. Ocean Properties is the Company's 10th independent manager, and this hotel will be the Company's 15th third-party managed hotel. Over

50% of the Company's portfolio is now managed by leading third-party operators. "We are so pleased to be partnering with DiamondRock Hospitality Company, one of the top leaders in the hospitality industry in the United States," said Mike Walsh, President of Ocean Properties. "This is an exceptional hotel with significant upside opportunities in a high-growth market that we know extremely well."

In the twelve-month period ended June 30, 2015, the Hotel achieved a RevPAR of \$221 from a combination of 90% occupancy and an ADR of nearly \$245. The Hotel's 2015 RevPAR is forecasted to be approximately \$50 higher than the Company's 2015 portfolio average RevPAR. Additionally, the Hotel generated RevPAR growth of 11% for the six-month period ended June 30, 2015. The Hotel is expected to contribute approximately \$2.5M of EBITDA for the Company's ownership period in 2015.



Key West is one of the most robust and consistent hotel markets in the United States. Development of additional hotel rooms on the island is prohibited by a Rate of Growth Ordinance which limits occupancy growth on the island, whether residential or transient. The combination of strong demand and capped supply has allowed Key West to become the highest RevPAR market in the country. As a testament to Key West’s stability, the market has also outperformed the United States average in each of the last two downturns.



The acquisition of the Hotel brings the pro forma representation of resorts within the Company’s portfolio to 24%. Post-acquisition, South Florida will represent approximately 9% of the Company’s portfolio EBITDA concentration.

The Company funded the acquisition with existing corporate cash and a draw on its line of credit. The Company expects to end the year with nothing outstanding on its line of credit and approximately \$250M in corporate cash after completing our refinancing initiatives.

About the Company

DiamondRock Hospitality Company is a self-advised real estate investment trust (REIT) that is an owner of a leading portfolio of geographically diversified hotels concentrated in top gateway markets and destination resort locations. The Company owns 29 premium hotels with approximately 10,900 rooms. The Company has strategically positioned its hotels to be operated both under leading global brands, such as Hilton, Marriott, and Westin, and boutique hotels in the lifestyle segment. For further information on the Company and its portfolio, please visit DiamondRock Hospitality Company’s website at www.drhc.com.

About Ocean Properties

Ocean Properties, Ltd. & Affiliates (OPL) is one of the largest privately held hotel management and development companies in North America. With a portfolio of over 100 hotels and 17,000 guestrooms, the company operates major brands such as Marriott, Hilton, Starwood and Intercontinental, as well as several independent hotels and resorts including Edgewater Beach Hotel, Sand Pearl Resort Clearwater Beach, and Jupiter Beach Resort.

This press release contains forward-looking statements within the meaning of federal securities laws and regulations. These forward-looking statements are generally identifiable by use of the words “will,” “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project” or similar expressions, whether in the negative or affirmative and include statements related to the Company’s expectations regarding estimated EBITDA, repositioning plans, profit margin improvements, and future refinancing initiatives. Forward-looking statements are based on management’s current expectations and assumptions and are not guarantees of future performance. Factors that may cause actual results to differ materially from current expectations include those risk factors and other factors discussed from time to time in our periodic filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2014. Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the federal securities laws, we expressly disclaim any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained in this press release to reflect events, circumstances or changes in expectations after the date of this press release.

Reconciliation of Forecasted Hotel Net Income to Forecasted Hotel EBITDA

(Unaudited, in millions)

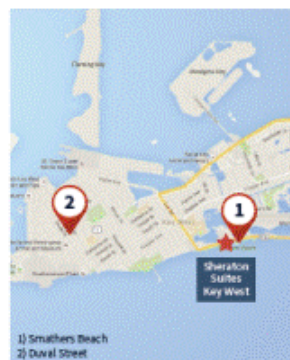
2015 Forecast	2015 Period of Ownership	As Stabilized Low End	As Stabilized High End
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Estimated Net Income	\$	2.8	\$	0.2	\$	6.3	\$	6.8
Depreciation Expense		<u>4.5</u>		<u>2.3</u>		<u>3.2</u>		<u>3.2</u>
Estimated EBITDA	\$	<u>7.3</u>	\$	<u>2.5</u>	\$	<u>9.5</u>	\$	<u>10.0</u>

EBITDA is defined as net income (loss) before interest, income taxes, depreciation and amortization. We believe it is a useful financial performance measure for us and for our stockholders and is a complement to net income and other financial performance measures provided in accordance with GAAP. We use EBITDA to measure the financial performance of our operating hotels because it excludes expenses such as depreciation and amortization, income taxes and interest expense, which are not indicative of operating performance. By excluding interest expense, EBITDA measures our financial performance irrespective of our capital structure or how we finance our properties and operations. By excluding depreciation and amortization expense, which can vary from hotel to hotel based on a variety of factors unrelated to the hotels' financial performance, we can more accurately assess the financial performance of our hotels. Under GAAP, hotels are recorded at historical cost at the time of acquisition and are depreciated on a straight-line basis. By excluding depreciation and amortization, we believe EBITDA provides a basis for measuring the financial performance of hotels unrelated to historical cost. However, because EBITDA excludes depreciation and amortization, it does not measure the capital we require to maintain or preserve our fixed assets. In addition, because EBITDA does not reflect interest expense, it does not take into account the total amount of interest we pay on outstanding debt nor does it show trends in interest costs due to changes in our borrowings or changes in interest rates. EBITDA, as calculated by us, may not be comparable to EBITDA reported by other companies that do not define EBITDA exactly as we define the term. Because we use EBITDA to evaluate our financial performance, we reconcile it to net income (loss) which is the most comparable financial measure calculated and presented in accordance with GAAP. EBITDA does not represent cash generated from operating activities determined in accordance with GAAP, and should not be considered as an alternative to operating income or net income determined in accordance with GAAP as an indicator of performance or as an alternative to cash flows from operating activities as an indicator of liquidity.



Key West Hotel Acquisition



Acquisition Price	\$94.0M (\$511K per key)
Location	Key West, FL
Acquisition Date	June 30, 2015
Rooms	184 (480 square feet)

TRANSACTION COMPS

Property	Rooms	Price (000s)	Price/Key (000s)
The Marker	96	\$96,300	\$1,003
Hawks Cay	177	\$133,812	\$756
Southernmost Hotel	260	\$184,500	\$710
Parrot Key Hotel & Resort	148	\$100,000	\$676
Hyatt Key West Resort & Spa	118	\$75,992	\$644
Pier House Resort & Spa	142	\$90,000	\$634
Inn at Key West	106	\$47,500	\$448
Doubletree Grand Key	215	\$77,000	\$358

MARKET HIGHLIGHTS

- Development of additional hotel rooms on the island is prohibited by a Rate of Growth Ordinance ("ROGO"), significantly mitigating supply risk
- Key West has proven to be one of the most stable markets outperforming the US average in both the last downturns
- Over the last 25 years, Key West has had a supply CAGR of 0.5% (the lowest of any major market) with a RevPAR CAGR of 5.0% (the second highest of any major market)
- Key West is the highest RevPAR market in the US
- Average recent sales price per key: \$639,000

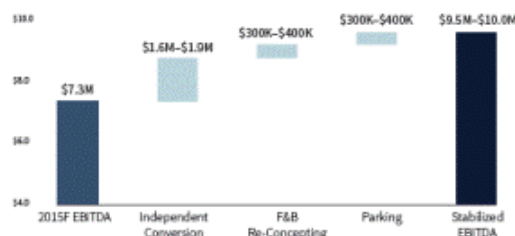
KEY DEAL CHARACTERISTICS

- Opportunity to convert Sheraton Suites to independent
- Attractive Deal Metrics:
 - \$511K per key
 - 7.1% Cap Rate on 2015F NOI
 - 12.8x multiple on 2015F EBITDA
- One of the only hotels in Key West with direct beach access
- Rooms among largest on the island at average size of approximately 480 sq ft
- \$50 (approx. 30%) RevPAR premium to Company's 2015 portfolio average
- Increases third-party managed hotels to over 50% of portfolio
- Underwriting 500bps margin expansion
- 193 parking spaces

ASSET MANAGEMENT GAME PLAN:

\$9.5M - \$10.0M OF UNDERWRITTEN HOTEL EBITDA

- Rebrand hotel as independent, lifestyle resort eliminating franchise fees
- Implement fee for parking
- Re-concept F&B offerings to enhance profitability



POTENTIAL UPSIDE TO UNDERWRITING

- Re-categorize room types to capture higher rate from premium room types
- Increase resort fee
- Optimize group/transient mix to yield higher average rate
- Implement optimal labor and staffing model
- Reduce costs associated with operational efficiencies

2014 MARKET REVPAR GROWTH

Market	Occ.	ADR	RevPAR
Key West, FL	87.1%	\$279.72	\$243.60
New York, NY	84.8%	\$263.45	\$223.53
Oahu Island, HI	84.4%	\$221.18	\$186.68
San Francisco, CA	84.1%	\$207.81	\$174.81
Miami, FL	78.3%	\$185.12	\$144.87

Source: Smith Travel Research

This summary information sheet contains certain "forward-looking statements" relating to, among other things, hotel EBITDA and hotel net operating income after capital reserves. The forward-looking statements made are based on our beliefs, assumptions and expectations of future performance, taking into account all information currently available to us. Actual results could differ materially from the forward-looking statements made on this summary information sheet. When we use the words "projected," "expected," "planned" and "estimated" or other similar expressions, we are identifying forward-looking statements. The forward-looking statements on this summary information sheet are subject to the safe harbor of the Private Securities Litigation Reform Act of 1995. All information on this sheet is as of July 15, 2015. We undertake no duty to update the information to conform to actual results or changes in our expectations. This fact sheet contains statistics and other data that has been obtained from information available from public sources. For additional information, please visit our website at www.drh.com.