

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):
January 23, 2017

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))

ITEM 7.01. Regulation FD Disclosure

A copy of a slide presentation that DiamondRock Hospitality Company ("**DiamondRock**") intends to use at an investor conference is attached to this Current Report on Form 8-K ("**Current Report**") as Exhibit 99.1 and is incorporated by reference herein. Additionally, DiamondRock has posted the slide presentation in the investor relations/presentations section of its website at www.drhc.com.

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation January 2017

2

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: January 23, 2017

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



DIAMONDROCK
HOSPITALITY



Investor Presentation

January 2017

Certain statements made during this presentation are forward-looking statements that are subject to risks and uncertainties. Forward-looking statements generally include the words “believe,” “expect,” “anticipate,” “plan,” “estimate,” “project,” “will,” “intend” or other similar expressions. Forward-looking statements include, without limitation, statements regarding, industry outlook, results of operations, cash flows, business strategies, growth and value opportunities, capital and other expenditures, financing plans, expense reduction initiatives and projected dispositions.

Factors that could cause actual results to materially differ from those contained in the forward-looking statements include, without limitation, those risks and uncertainties discussed in the Company’s most recent Annual Report on Form 10-K, quarterly report on Form 10-Q and current reports on Form 8-K, which have been filed with the Securities and Exchange Commission, all of which you should carefully review. 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 during this presentation. The forward-looking statements made during this presentation are subject to the safe harbor of the Private Securities Litigation Reform Act of 1995.

Any forward-looking statement speaks only as of the date on which it is made. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that the expectations will be attained or that any deviation will not be material. All information in this presentation is as of the date of this presentation, and the Company undertakes no obligation to update any forward-looking statement to conform the statement to actual results or changes in the Company’s expectations.

This presentation contains statistics and other data that has been obtained or compiled from information made available by third-party service providers.

KEY STATISTICS

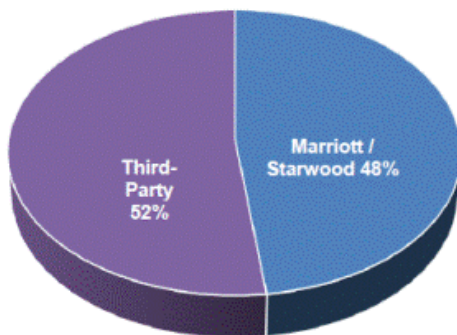
Hotels (Rooms)	26 (9,453)
Enterprise Value	\$3.0B
Market Cap	\$2.3B
Enterprise Value / Key	~\$315K
Dividend Yield	4.3%
Net Debt/EBITDA ⁽¹⁾	2.7x

Note: Data as of 1/12/2017.

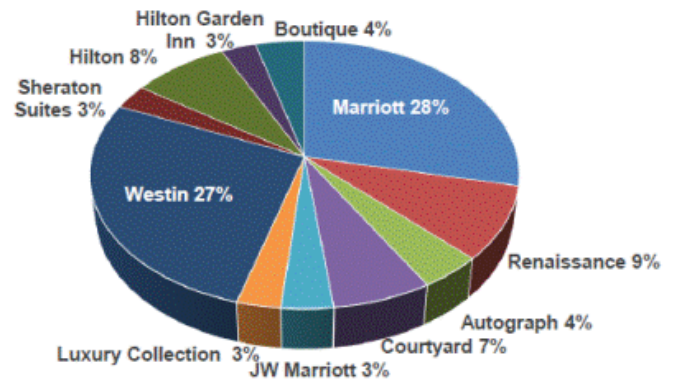
FY2016 EBITDA & FFO GUIDANCE

- FY 2016 RevPAR Guidance: (0.75%) - 0%
- FY 2016 EBITDA: \$250M - \$263M
- FY 2016 Adj. FFO: \$199M - \$209M
- FY 2016 Adj. FFO per Share: \$0.99 - \$1.04

15 OF 26 HOTELS THIRD-PARTY OPERATED⁽¹⁾



DIVERSE COLLECTION OF BRANDS⁽¹⁾



(1) Based on FF 2016F EBITDA and 2016F year-end net debt. Pro forma for dispositions of Minneapolis Hilton, Orlando Marriott, and Hilton Garden Inn Chelsea.

1 Premier Hotel Portfolio

- High quality urban and resort portfolio
- Top-tier RevPAR portfolio among lodging REIT peers
- Strategically diversified brands, managers, and geographic distribution

2 Capital Allocation Opportunities

- Maintaining \$450M in investment capacity with \$200M of cash and undrawn \$300M LOC
- Positioned to be opportunistic by maintaining 10b5-1 share repurchase and ATM program
- Evaluating selective acquisition opportunities (potential for \$35M-\$40M in incremental EBITDA)

3 Portfolio Well-Positioned for 2017

- Renovation tailwinds in key markets (Chicago, Fort Worth, Charleston)
- Minimal exposure to challenged markets (SF, Houston, Miami)
- Portfolio supply in-line with US avg. and insulated in many markets (Resorts)

4 Intense Asset Management Focus

- Recently hired Tom Healy as COO and EVP of AM
- YTD Hotel Operating costs held approximately flat to last year
- EBITDA margins up 24 bps YTD through Q3 with 98% flow-through

5 Fortress Balance Sheet

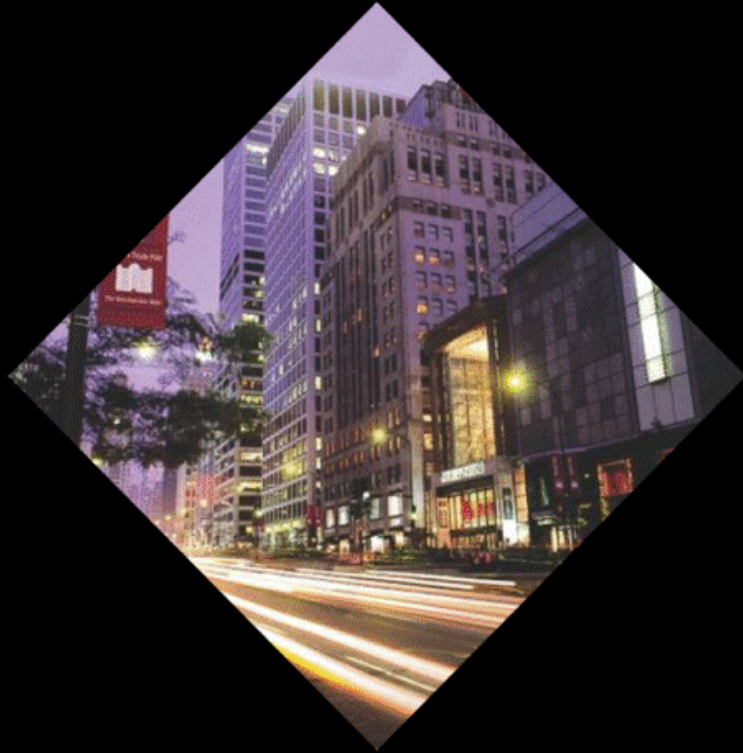
- ~2.7x Forecasted Net Debt / EBITDA in 2016
- Average debt maturity of ~6 years
- 17 hotels unencumbered by debt
- Attractive dividend yield with ample coverage



The Gwen, A Luxury Collection Hotel



Vail Marriott Mountain Resort



PREMIER HOTEL PORTFOLIO

High Quality Portfolio With Urban and Resort Concentration

JW Marriott Denver

Courtyard Denver

Chicago Marriott

The Gwen, A Luxury Collection Hotel

Hilton Burlington

Hilton Boston

Boston Westin

Lexington Hotel NYC

Vail Marriott

San Francisco

Salt Lake

Vail/Denver

Chicago

Burlington

Boston

New York

Washington D.C.

Courtyard Midtown NYC

Hotel Rex

Huntington Beach

San Diego

Fort Worth

Atlanta

Charleston

HGI Times Square

Sonoma Renaissance

Shorebreak Hotel

St. Thomas

Ft. Lauderdale

Key West

Courtyard 5th Ave NYC

Westin San Diego

Salt Lake City Marriott

Worthington Renaissance

Westin Ft. Lauderdale

Inn at Key West

Key West Suites

Frenchman's Reef

Westin DC

Charleston Renaissance

✓ Average 2015 RevPAR of Recent Acquisitions of ~\$200 vs. Recent Disposition RevPAR of ~\$118

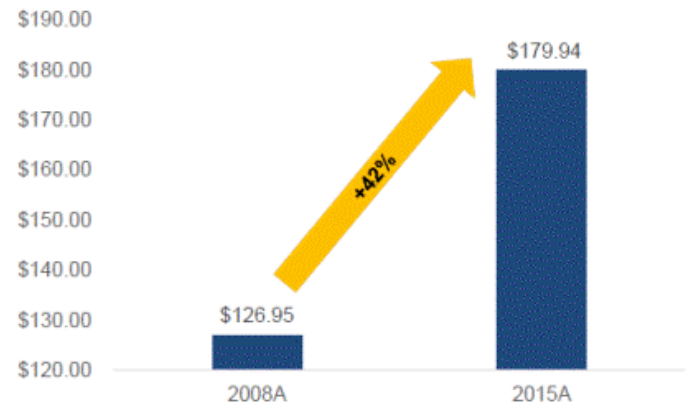
✓ Improved to >90% Urban and Resort & Destination Hotels

✓ >50% of Portfolio Managed by Third-Party Operators (2 hotels in 2008 to 15 currently)

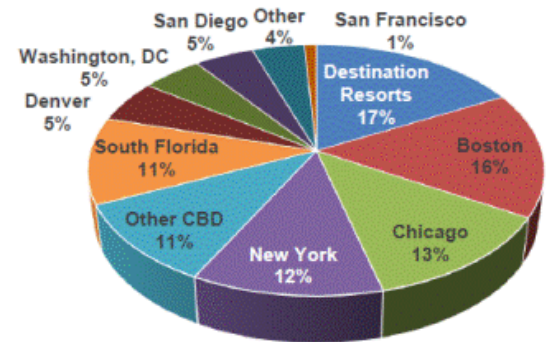
✓ Strategically Enhanced Portfolio Brand Diversity

✓ Improved Geographic Diversity

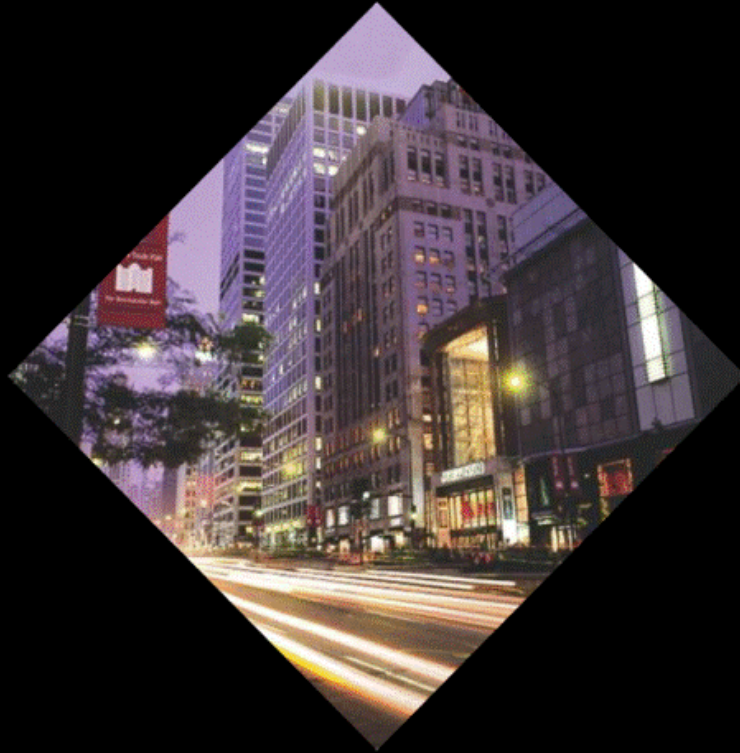
HIGHER QUALITY, HIGHER PORTFOLIO REVPAR⁽¹⁾



>90% URBAN AND RESORT & DESTINATION HOTELS IN TOP U.S. MARKETS⁽²⁾

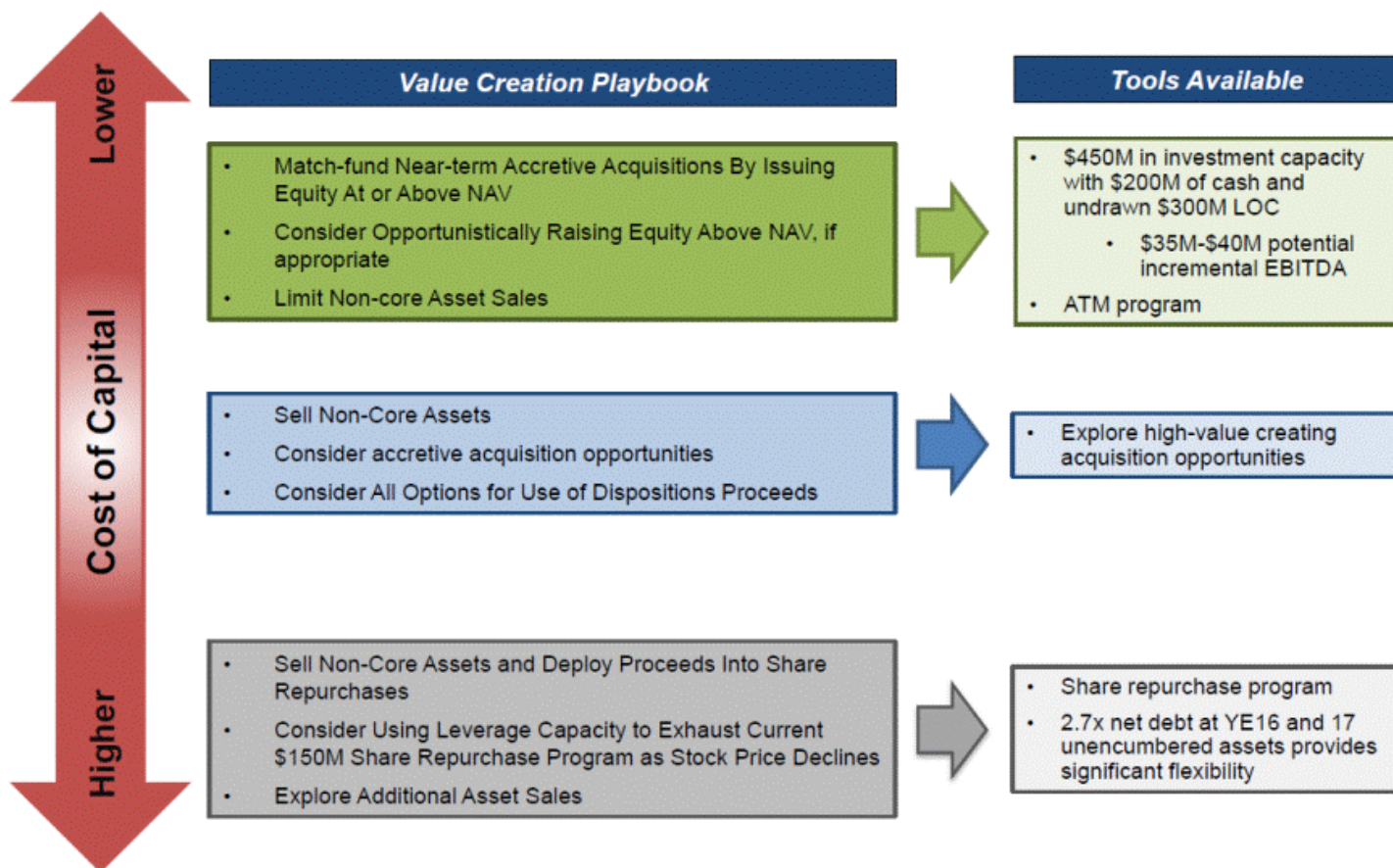


(1) 2015 RevPAR pro forma for dispositions of Minneapolis Hilton, Orlando Marriott, and Hilton Garden Inn Chelsea.
 (2) Based on 2016F EBITDA for all properties. Pro forma for dispositions of Minneapolis Hilton, Orlando Marriott, and Hilton Garden Inn Chelsea.



CAPITAL ALLOCATION OPPORTUNITIES

Strategically Allocating Capital Throughout Cycle

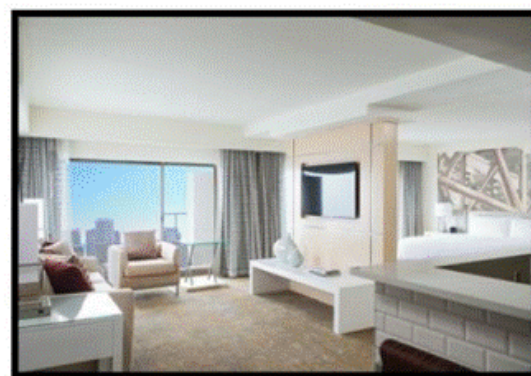


OPPORTUNISTIC PLATFORM FOR VALUE CREATION

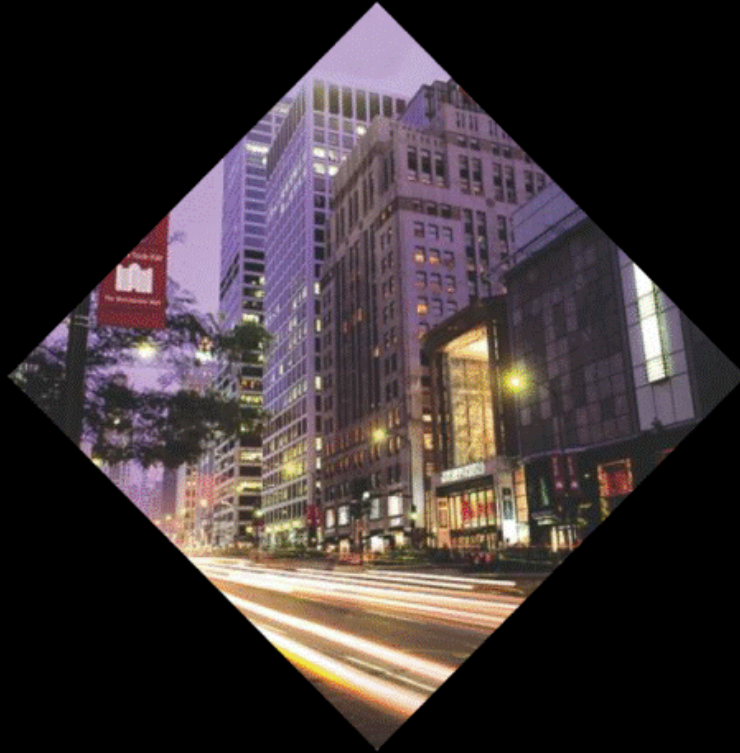
1. \$450M in Acquisitions Would Add \$35M-\$40M of New EBITDA Based on Current Trading Levels
 - Improved Geographic Footprint
 - Increased exposure to target markets (i.e. West Coast) and reduced exposure to lower-growth markets
2. Maintaining \$450M in Investment Capacity
 - Stress-tested under harsh downturn scenario to ensure portfolio preparedness for potential downturn
3. Bolstered by >\$200M in Cash at YE16 and an Undrawn \$300M Line of Credit
 - Significant capital structure flexibility including 17 unencumbered assets
4. Evaluating Selective Acquisition Opportunities
 - ATM and Share Repurchase Programs in Place to Ensure Strategic Flexibility



JW Marriott Denver Cherry Creek



Chicago Marriott Downtown



2017 OUTLOOK

- ✓ **Economic outlook improving with potential for stimulus, tax-reform, and deregulation spurring increases in GDP growth estimates post-election**
- ✓ **Broader economic indicators remain positive**
 - Strong GDP growth in Q3 (upwardly revised to 3.5%), historically low unemployment, a robust housing market, and high consumer confidence
- ✓ **Industry Fundamentals Moderating, But Run Expected to Continue**
 - Industry experts estimating approximately 2.2% RevPAR growth in 2017 on average
 - Lodging industry is entering its 8th year of growth
 - Supply growth continues to rise, but construction lending has tightened, which could limit additional increases in supply












Inn at Key West



Hilton Garden Inn Times Square

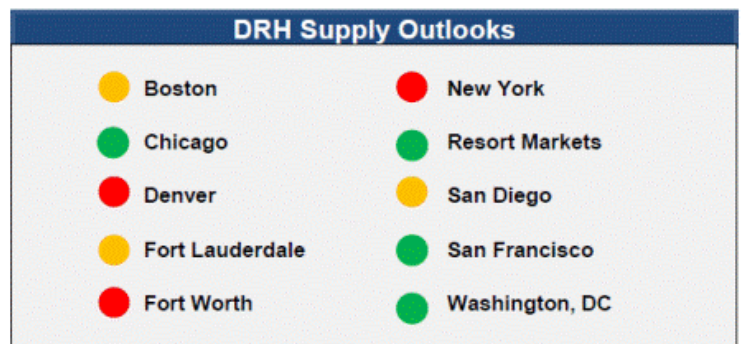
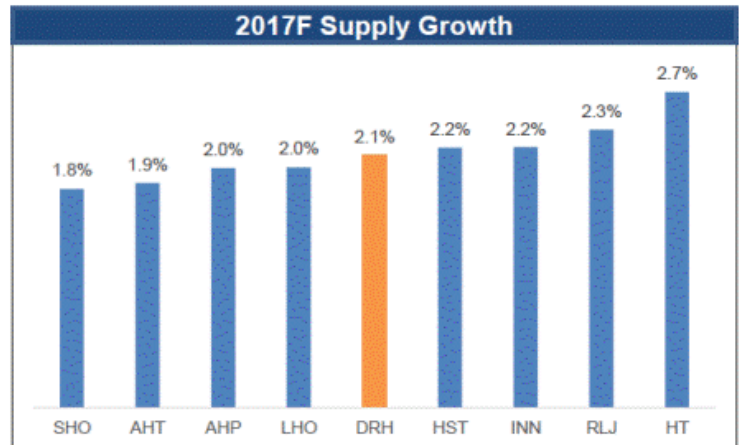
2017 DRH Key Market Drivers

Market (% of 2016F EBITDA)	DRH Asset Outlook	Demand ⁽¹⁾	Supply ⁽¹⁾	DRH / Market Notes as of Q3:
Boston (16%)		3.6%	3.8%	Boston Westin: Group pace +6% Boston Hilton: >40% growth in citywide activity to drive compression at predominantly transient hotel
Chicago (13%)		3.4%	2.4%	Chicago Marriott: Group pace: +5%; Significant outperformance from renovation ramp Gwen: Significant outperformance on 1H16 tailwinds
Denver (5%)		5.2%	3.8%	- Expect approx. flat RevPAR; year of supply absorption - Temporary disruption of Cherry Creek demand generator
Ft. Lauderdale (6%)		-0.3%	2.5%	Westin FLL: Group pace +15% - Continued growth expected following robust growth in '15 and '16
Ft. Worth, TX (5%)		4.1%	5.5%	Worthington Renaissance: Ramp from room renovations to drive outperformance in 2017; expect upper single digit RevPAR growth
New York City (12%)		4.0%	5.7%	- NYC expected to remain challenging through 2017 - Waldorf-Astoria closure a catalyst for Midtown East (10% of Midtown East rooms during renovation and 7% reduction long-term)
San Diego (5%)		3.6%	2.5%	San Diego Westin: Group pace +2%, off two strong years
San Francisco (1%)		0.8%	1.7%	- Citywide activity -32% on Convention Center closure - DRH among lowest allocations to SF (1%) among lodging REITs
Washington, DC (5%)		2.9%	2.4%	Westin DC: Group pace: +77%; Inauguration provides strong growth in 1Q17

(1) Based on PKF's most recent forecast for Upper-priced hotels within each market.

(2) Based on DRH's proprietary city-wide activity data.

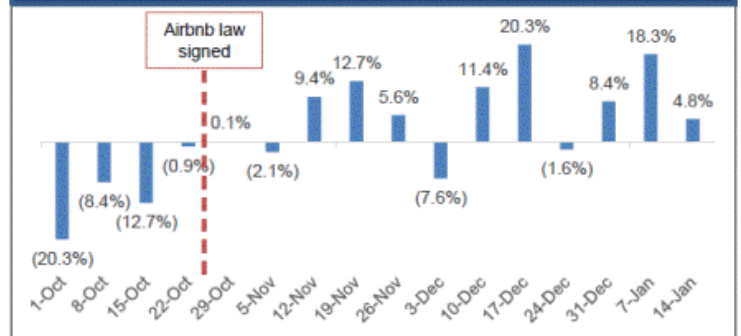
- DRH expecting approximately 2% supply growth in 2017, in line with peer average
- Many of DRH's submarkets are well insulated to new supply with high barriers to entry and high development cost
- Bridging DRH Supply Misconceptions:
 - Resort Markets with High Barriers to Entry have Minimal Supply
 - Near zero supply in many key resort markets including Key West, St. Thomas, Vail, and Sonoma
 - Submarkets Matter
 - Submarkets like Midtown East in NYC have significantly lower supply than the broader CBD / MSA
 - Several key DRH markets often misplaced in supply analyses (i.e. Fort Lauderdale given Miami supply data or Alpharetta given Atlanta)



Source: STR, DRH Estimates.

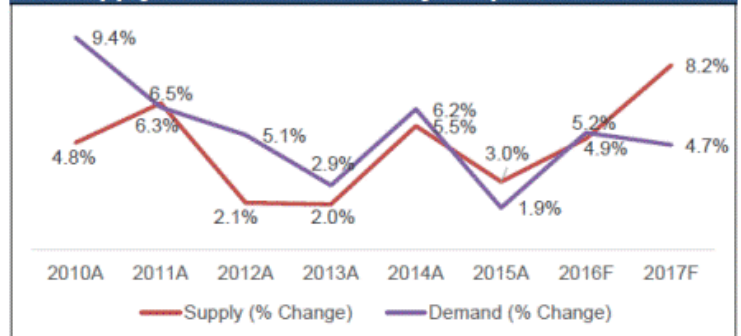
- **NYC RevPAR turned positive in Q4 2016**
 - NYC market tracked +1% RevPAR in Q416
 - January MTD RevPAR tracking up 10% and trailing four weeks up 7%
- **Recent Airbnb developments outlawing illegal rentals in NYC are a potential positive catalyst for market**
 - Now illegal to rent a unit for shorter than 30 days in NYC and illegal to advertise the rental of that unit
 - Affects majority of pre-law Airbnb listings
- **Supply in NYC remains elevated, but DRH submarkets have minimal supply**
 - DRH's primary submarket of Midtown East has minimal new supply with total pipeline of rooms at 4% (>1600bps lower than Manhattan total)
 - Waldorf Astoria coming offline March 1st
 - 10% of Midtown East rooms removed during renovation and 7% reduction long-term

NYC RevPAR Trending Positive Post-Airbnb Crackdown

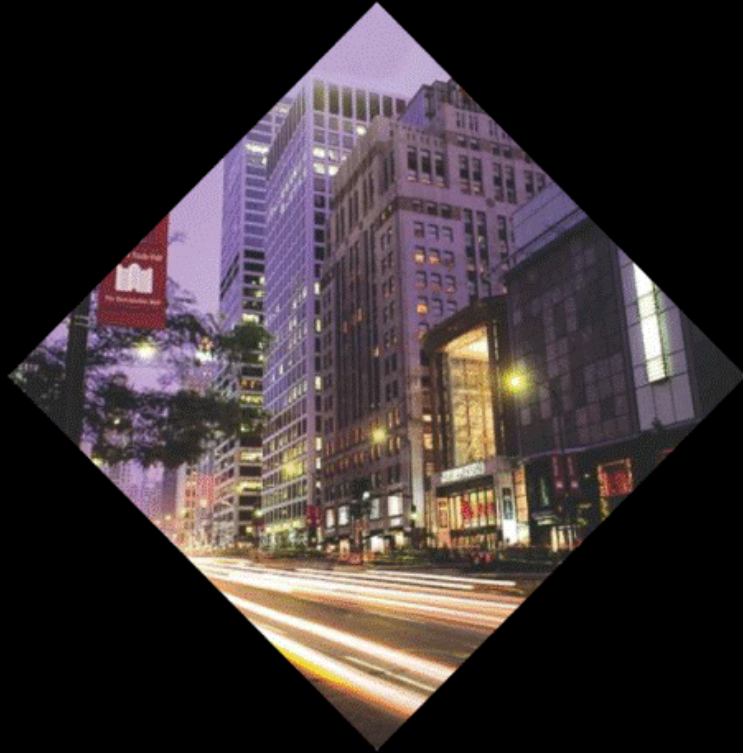


Source: STR.

Supply Growth Has Recently Outpaced Demand



Source: Highgate Hospitality.



INTENSE ASSET MANAGEMENT

✓ Recently Hired New COO Tom Healy

✓ YTD Hotel Operating costs held approximately flat to last year

✓ Positive EBITDA Margin Expansion in 3Q16 Despite RevPAR Headwinds

✓ Strong F&B Revenue and Profitability Growth (>340 bps Margin Growth in 3Q16 with 72% Flow-Through)

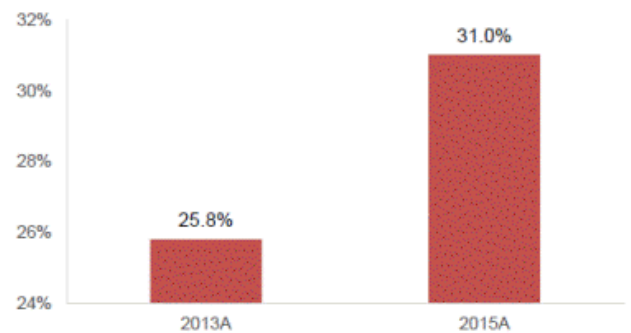
✓ Cost Containment Initiatives Paying Off (98% House Profit Flow-Through YTD16)

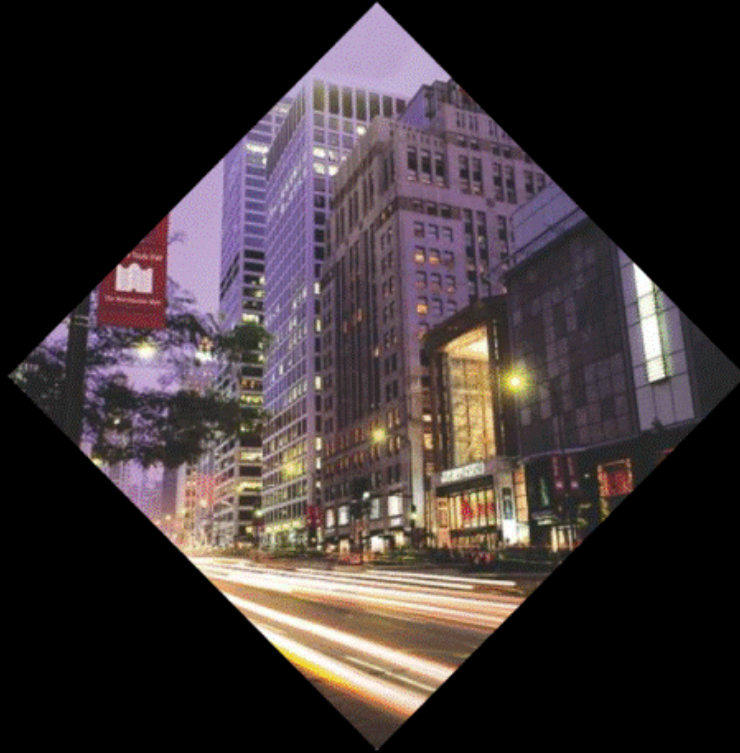
✓ Over 500 basis points of Hotel Adj. EBITDA Margin Growth 2013 - 2015



New Boston Hilton Guestrooms

HOTEL ADJ. EBITDA MARGIN GROWTH >500 BPS

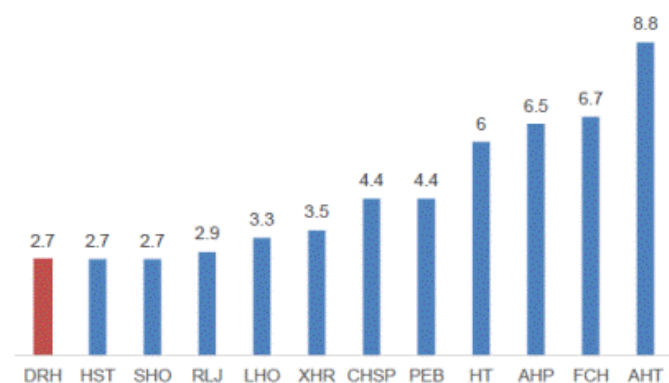




FORTRESS BALANCE SHEET

- \$300M Line of Credit with no outstanding borrowings
- >\$200 million year-end projected cash
- Net Debt to EBITDA of 2.7x by YE16
- Weighted average debt maturity of 6 years with 3.7% weighted average interest rate

INDUSTRY LEADING LEVERAGE PROFILE



Source: Baird, 2016F Net Debt plus preferred / EBITDA.

(1) No additional maturities in 2016.

17 UNENCUMBERED HOTELS

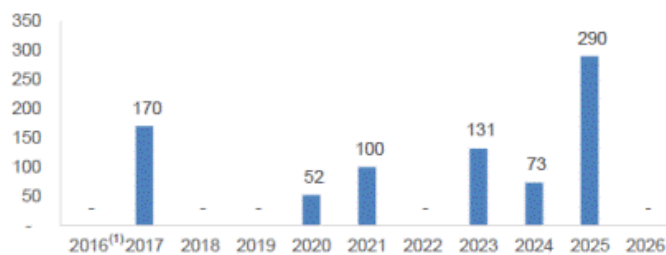
Hilton Boston
The Gwen
Vail Marriott
Courtyard Denver
Hotel Rex San Francisco
Hilton Burlington
Alpharetta Marriott
Charleston Renaissance
Bethesda Marriott Suites
HGI Times Square
Inn at Key West
Key West Suites
Westin Fort Lauderdale
Shorebreak Hotel
Frenchman's Reef Marriott
Chicago Marriott
Courtyard 5 th Avenue

Lexington Hotel
Boston Westin
Courtyard Midtown East
Salt Lake City Marriott
Westin Washington, DC
Sonoma Renaissance
Westin San Diego
Worthington Renaissance
JW Marriott Cherry Creek

17 UNENCUMBERED HOTELS
(~\$145M in 2015A Hotel Adj. EBITDA)

9 ENCUMBERED HOTELS

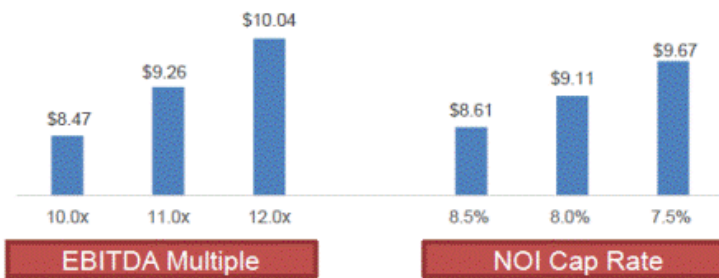
WELL-LADDERED DEBT MATURITIES



Significant Value Embedded in Unencumbered Asset Pool

17 Unencumbered Hotels	
Hotels (Rooms)	17 (5,363)
2016F EBITDA	~\$155M
2016F NOI	~\$135M
EBITDA per Key	~\$29K

Implied Value per Share of Unencumbered Hotels⁽¹⁾



- Implied value per share of unencumbered hotels sets theoretical floor value of wholly-owned portfolio (limited corporate recourse)
 - Implies no value is attributed to 9 encumbered properties



Westin Fort Lauderdale Beach Resort & Spa



Vail Marriott Mountain Resort

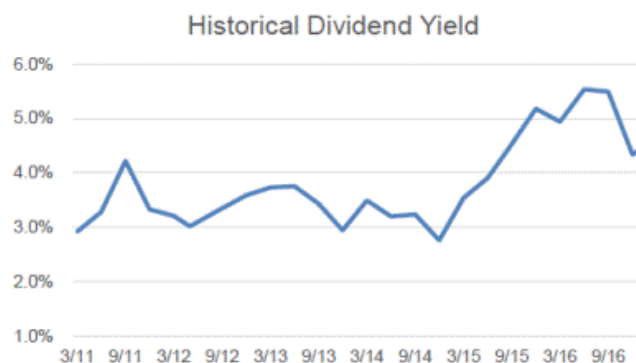
Source: Bloomberg. Data as of 1/12/17.
 (1) Implied value of DiamondRock's Unencumbered Assets. Based upon 2016F unencumbered EBITDA of approx. \$155M and NOI of approx. \$135M. Value per share calculated based on listed EBITDA multiples and NOI cap rates. Includes value of corporate cash of \$230M less \$100M corporate term loan.

KEY VALUATION METRICS	
2016F Dividend Per Share	\$0.50
Current Dividend Yield	4.4%
2016F FFO Payout Ratio	49%
2016F FFO Coverage	2.0x
5-Year Dividend CAGR	9.3%
2016F Net Debt to EBITDA	2.7x

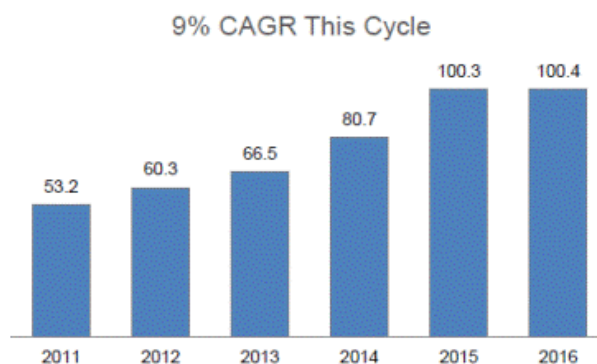
Note: Data as of 1/12/2017.

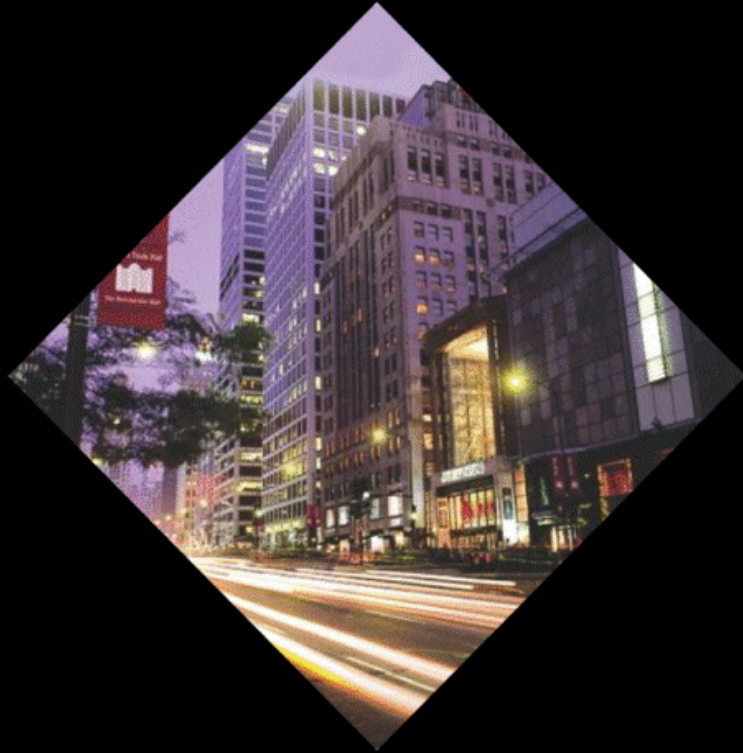
- Average payout ratio of ~48% this cycle
 - Current 2016F payout ratio of 49% and coverage of 2.0x
- 23 quarters of consecutive dividend payments
- Dividend has grown at 9.3% CAGR since 2011
- Low leverage and strong cash flow provide stable base to dividend ahead of downturn
 - 2.7x Net Debt to EBITDA by YE16
 - Low weighted-average cost of debt of 3.7% provides more cash flow
 - 4.1x FCCR ratio

Current Dividend Yield Attractive at 4.4%



Approx. \$730M in Dividend Paid Since IPO





CASE STUDIES

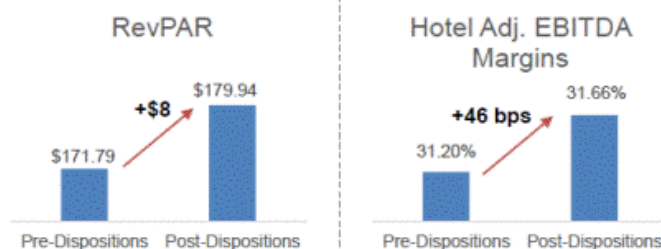
Sold three non-core hotels in 2016 for total of \$275M:

- **Hilton Garden Inn Chelsea**
 - Lowers NYC exposure, union hotel, disruptive near-term capital needs
- **Hilton Minneapolis**
 - Ground lease, low RevPAR, brand-managed, near-term capital needs, union
- **Orlando Airport Marriott**
 - Airport hotel, lowest RevPAR hotel (sub \$100), brand-managed, near-term capital needs, peaking cash flows

Impact of Dispositions:

- Portfolio RevPAR increased by approximately \$8
- Improves Hotel Adj. EBITDA margins by approximately 46 bps
- Increased share of third-party operated hotels
- Helps right-size allocation to NYC
- Avoids over \$50M of disruptive, near-term capital expenditures

IMPROVED PORTFOLIO QUALITY⁽¹⁾



	Orlando Airport Marriott	Hilton Minneapolis	HGI Chelsea	Weighted Average
Total Consideration ⁽²⁾	\$67M	\$143M	\$65M	\$275M
2015 RevPAR	\$92.21	\$115.44	\$219.97	\$119.78
TTM NOI Cap Rate ⁽³⁾	9.7%	7.6%	6.6%	7.8%
TTM NOI Cap Rate w/ Capital ⁽³⁾	7.5%	6.3%	5.9%	6.6%
TTM EBITDA Multiple ⁽³⁾	8.6x	11.0x	13.5x	10.7x
TTM EBITDA Multiple w/ Capital ⁽³⁾	11.0x	13.1x	14.9x	12.8x

(1) Based on 2015A financials pre and post the disposition of the Orlando Airport, Minneapolis Hilton, and HGI Chelsea for the full fiscal year.

(2) Total consideration is the purchase price plus FF&E Reserve (for Orlando and Minneapolis) and standard pro-rations of working capital at closing.

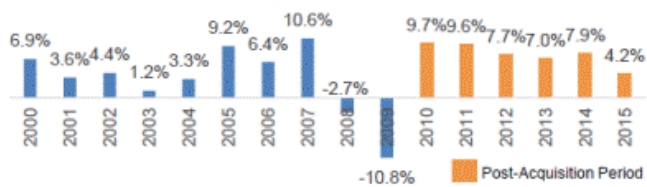
(3) Trailing twelve months through the period ended March 31, 2016.

Renaissance Charleston Historic District

Creating Value by Identifying Next Hot Market

- **Off-market transaction acquired for \$39M, or \$235K per key, in 2010 at 11.1x EBITDA and 7.9% cap rate**
 - Currently at 7.9x multiple and 11.0% Cap Rate
 - Increase in value of \$200-\$250K per key since acquisition
 - First REIT to buy in Charleston this cycle
- **Located in the heart of Charleston's historic district**
 - Recognized as the #1 travel destination in US by Condé Nast the past four years and by Travel & Leisure the past two
 - RevPAR grew at an 8.4% CAGR from 2009-14
- **Charleston International Airport recently completed \$200M renovation**
 - Since 2010, airport passenger count has increased from 2M to 3.8M and has added service from both Southwest and JetBlue
- **One of highest margin full-service properties in portfolio with over 400bps improvement since 2010**
 - 87% rooms department flow-through since 2010

Charleston Historic District RevPAR Growth



PERFORMANCE SINCE ACQUISITION

	Increase from '10-'16
RevPAR	~45%
RevPAR Index	4.5pts
EBITDA	~50%
EBITDA Margin	>400bps
Value Relative to Investment	\$200 - \$250K per key
NOI Yield	>300bps



Westin Fort Lauderdale Beach Resort

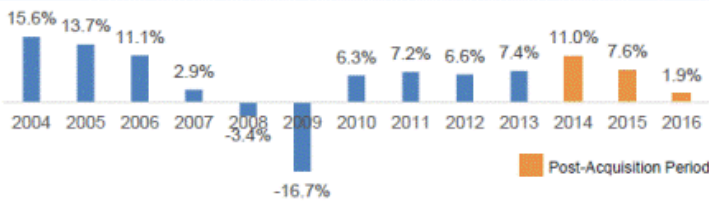
Creating Value by Better Operator Selection

- Acquired for \$149M or \$345K per key in late 2014 for 12.0x 2015 EBITDA multiple and 7.2% cap rate
 - Currently 8.7x multiple and 10.3% cap rate
 - Increase in value of \$100-\$125K per key since acquisition
- Driving Top-line Growth and Continued Operational Improvements in Year 2
 - Refocused revenue strategy leading to 15% RevPAR growth YTD and 18 points of market share gain
 - Significantly improved operations through asset management best practices:
 - 765 bps of EBITDA margin expansion in Q3
 - Q3 F&B Revenue up 15% with profit margins up over 1,000 bps on 113% flow-through
- Eliminated over \$5M of annual expenses in Year 1
 - Replaced brand manager with third-party operator
 - Comprehensively re-concepted restaurant to more profitable F&B outlet including eliminating restaurant license fee of ~\$400K annually

PERFORMANCE SINCE ACQUISITION

	Increase from '14-'16
RevPAR	~18%
RevPAR Index	11.1pts
EBITDA	>90%
EBITDA Margin	>1600bps
Value Relative to Investment	\$100 - \$125K per key
NOI Yield	>300bps

Fort Lauderdale Historic RevPAR Growth



✓ High Quality, Well Diversified Portfolio

✓ Strategic Capital Allocation Creating Value Throughout Cycle
(\$450M in Investment Capacity)

✓ Portfolio Well-Positioned for 2017

✓ Asset Management Fueled Outperformance

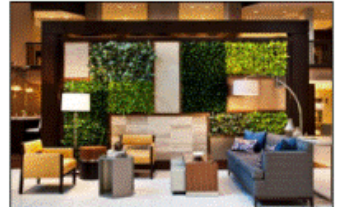
✓ Unique, Low Levered Balance Sheet



The Lexington New York City



Hilton Garden Inn Times Square



Westin Washington, D.C.