

**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):
May 7, 2019

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.)

**2 Bethesda Metro Center, Suite 1400
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Securities Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value per share	DRH	New York Stock Exchange

ITEM 3.03. Material Modification to Rights of Security Holders.

As described below in Item 5.07 of this Current Report on Form 8-K, on May 7, 2019, the stockholders of DiamondRock Hospitality Company (the “Company”) voted at the 2019 annual meeting of stockholders (the “Annual Meeting”) to approve an amendment (the “Charter Amendment”) to the Company’s Articles of Amendment and Restatement (the “Charter”) to reduce the number of stockholder votes necessary to approve amendments to the Charter and certain extraordinary actions from two-thirds of the votes entitled to be cast on the matter to a majority of the votes entitled to be cast on the matter. On May 8, 2019, the Company filed Articles of Amendment to the Charter (the “Articles of Amendment”) with the State Department of Assessments and Taxation of Maryland to effect the Charter Amendment.

The foregoing summary of the Articles of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Articles of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The disclosure set forth in this Current Report on Form 8-K under “Item 3.03 Material Modifications to Rights of Security Holders” is incorporated herein by reference.

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on May 7, 2019. The results of the voting at the Annual Meeting were as follows:

1. The following directors were elected to the Company’s Board of Directors (constituting the entire Board of Directors) to serve until the 2020 annual meeting of stockholders and until their respective successors are duly elected and qualified:

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Mark W. Brugger	190,199,517	2,207,326	21,005	1,289,008
Timothy R. Chi	191,373,906	1,032,937	21,005	1,289,008
Maureen L. McAvey	189,509,998	2,897,667	21,183	1,289,008
William W. McCarten	189,685,090	2,721,753	21,005	1,289,008
Gilbert T. Ray	189,463,635	2,943,308	20,905	1,289,008
William J. Shaw	191,331,550	1,075,393	20,905	1,289,008
Bruce D. Wardinski	191,326,713	1,080,230	20,905	1,289,008
Kathleen A. Wayton	191,699,252	708,512	20,084	1,289,008

2. The Company’s stockholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
184,058,463	7,352,582	16,803	1,289,008

3. The Company’s stockholders ratified the appointment of KPMG LLP as the Company’s independent auditor for the fiscal year ending December 31, 2019.

For	Against	Abstain
191,751,681	1,956,293	8,882

4. The Company's stockholders approved the Charter Amendment.

For	Against	Abstain	Broker Non-Votes
191,904,620	494,649	28,579	1,289,008

ITEM 9.01. Financial Statements and Exhibits.

d) Exhibits

Exhibit No.	Description
3.1	Articles of Amendment to the Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company.

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: May 13, 2019

By /s/ Briony R. Quinn
Briony R. Quinn
Senior Vice President and Treasurer

DIAMONDROCK HOSPITALITY COMPANY

ARTICLES OF AMENDMENT

DiamondRock Hospitality Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting therefrom in its entirety Section 8.2 of Article VIII and replacing it with the following:

Section 8.2 Approval of Charter Amendments and Extraordinary Actions. Upon being declared advisable by the Board of Directors, the affirmative vote of the holders of shares entitled to cast at least a majority of the votes entitled to be cast on the matter shall be necessary to effect any: (i) amendment to the Charter, except for those amendments permitted to be made without stockholder approval under Maryland law or by specific provision in the Charter; (ii) share exchange, merger or consolidation of the Corporation with or into any person, except for those mergers permitted to be effected without stockholder approval under Maryland law; or (iii) sale of all or substantially all of the assets of the Corporation, or liquidation or dissolution of the Corporation.

SECOND: The foregoing amendment of the charter of the Corporation was declared advisable and approved by the entire Board of Directors of the Corporation as required by law.

THIRD: The stockholders of the Corporation approved the foregoing amendment at an annual meeting of stockholders duly called by the vote required under Maryland law and the charter and bylaws of the Corporation.

FOURTH: These Articles of Amendment shall become effective upon filing with the Department.

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 8th day of May, 2019.

DIAMONDROCK HOSPITALITY COMPANY

By: /s/ Mark W. Brugger

Name: Mark W. Brugger

Title: President and Chief Executive Officer

ATTEST:

By: /s/ William J. Tennis

Name: William J. Tennis

Title: Executive Vice President,
General Counsel and Corporate Secretary
