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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):  
August 29, 2014**

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**DiamondRock Hospitality Company**  
(Exact name of registrant as specified in charter)

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**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)

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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))
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*This report contains certain forward-looking statements within the meaning of the federal securities laws. 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. 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 risks related to our ability to eliminate the guarantee and 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, 2013. 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 report to reflect events, circumstances or changes in expectations after the date of this report.*

**ITEM 7.01. Regulation FD Disclosure.**

On September 2, 2014, DiamondRock Hospitality Company (the “Company”) issued a press release announcing the acquisition of the 282-room Hilton Garden Inn/Times Square Central, located in New York City, on August 29, 2014. A copy of that press release is furnished as Exhibit 99.1 to this report. The press release has also been posted in the investor relations/presentations section of the Company’s website at [www.drhc.com](http://www.drhc.com).

On September 2, 2014, the Company issued a press release announcing the acquisition of the 106-room Inn at Key West, located in Key West, Florida. A copy of that press release is furnished as Exhibit 99.2 to this report. The press release has also been posted in the investor relations/presentations section of the Company’s website at [www.drhc.com](http://www.drhc.com).

The information contained in the press releases attached as Exhibit 99.1 and Exhibit 99.2 to this report shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Furthermore, the information contained in the press releases attached as Exhibit 99.1 and Exhibit 99.2 to this report shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933, as amended.

**ITEM 8.01. Other Events.**

On August 29, 2014, the Company acquired a fee-simple condominium interest in the 282-room Hilton Garden Inn/Times Square Central (the “Hotel”) located in New York City for \$127.2 million from an unaffiliated third party. The Hotel was newly constructed and opened for business on September 1, 2014. The Company entered into an agreement to purchase the Hotel in January 2011 and had previously funded \$26.9 million in purchase deposits. The Company funded the remaining purchase price with available corporate cash.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See Index to Exhibits attached hereto.

**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: September 3, 2014

By: /s/ William J. Tennis

William J. Tennis

Executive Vice President, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Hilton Garden Inn Times Square Central Press Release dated September 2, 2014.
99.2	Inn at Key West Press Release dated September 2, 2014.

**DIAMONDROCK ACQUIRES THE HILTON GARDEN INN TIMES SQUARE CENTRAL**

**BETHESDA, Maryland, September 2, 2014** - DiamondRock Hospitality Company (the “Company”) (NYSE:DRH) today announced that on August 29, 2014, it acquired the fee-simple condominium interest in the 282-room Hilton Garden Inn/Times Square Central (“Hotel”) in New York for a contractual purchase price of \$127.2 million (or \$451,000 per guestroom). The hotel opened and welcomed its first hotel guest on September 1, 2014. The Company still expects the Hotel to generate approximately \$5.0 million of adjusted earnings before interest, taxes, depreciation and amortization (“EBITDA”) in 2014.

“The acquisition of this new, state-of-the-art hotel located in the heart of Times Square is a great addition to our portfolio,” said Mark W. Brugger, President and Chief Executive Officer of DiamondRock Hospitality Company. “The hotel enjoys a prime location within Times Square that will benefit from tremendous demand from both business and leisure travelers. Business demand will come from companies nationwide as well as those located in the over 5 million square feet of office space just within one block of the hotel. Two of the prime office towers in the city are located on the same block, including the Bank of America Tower at One Bryant Park and the MetLife global headquarters tower at 1095 Avenue of the Americas. Leisure demand is robust for this location with Times Square remaining the most visited tourist attraction area in the world with more than 39 million visitors per year. We expect this hotel to be very successful and one of the highest RevPAR and highest profit margin hotels within our portfolio.”



The hotel is located on 42nd Street between Avenue of the Americas and Broadway. It is steps from Broadway theaters and famed Bryant Park as well as within walking distance to iconic New York City attractions including Madison Square Garden, Rockefeller Center, Radio City Music Hall, Jacob Javits Convention Center, many museums, nightlife and shopping.

The Hotel is newly constructed and features floor to ceiling glass windows offering unparalleled views of Times Square and the New Year’s Eve Ball Drop. The hotel is designed to have a boutique hotel feel with a contemporary lobby that conveys a modern experience for today’s traveler. Within the hotel lobby is the hotel’s onsite restaurant, The Garden Grille. The Hotel also features a 24-hour Pavilion Pantry® convenience mart located in the hotel lobby, which offers snacks, drinks, and sundries.

Hilton Garden Inn New York/Times Square Central offers stylish guestrooms in a variety of configurations to accommodate all guests, including king bed, queen bed, and dual double beds configurations. Each guestroom features extra-large 50-inch LCD HDTV, refrigerator, microwave, laptop size safe, MP3 compatible alarm clocks and large work desk with ergonomic chair.



The Hotel's additional amenities include a 24-hour self-service business center and a 24-hour state-of-the-art fitness facility. Meeting space includes a pre-set Boardroom with the latest presentation technology to capitalize on small group business.

The Hotel will be operated by Highgate Hotels, the single largest operator of hotels in New York City.

### **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 27 premium quality hotels with over 11,000 rooms. The Company has strategically positioned its hotels to generally be operated under leading global brands such as Hilton, Marriott, and Westin. For further information on the Company and its portfolio, please visit DiamondRock Hospitality Company's website at [www.drhc.com](http://www.drhc.com).

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	<b>2014 Period of Ownership</b>
Estimated Net Income	\$ 3,460
Income Tax Expense	90
Depreciation Expense	1,450
Interest Expense	—
Estimated EBITDA	<u>\$ 5,000</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.

## DIAMONDROCK ACQUIRES THE INN AT KEY WEST

**BETHESDA, Maryland, September 2, 2014** - DiamondRock Hospitality Company (the “Company”) (NYSE:DRH) today announced that it recently acquired the fee simple interest in a 106-room boutique hotel, the Inn at Key West (“Hotel”) in Key West, Florida, for a contractual purchase price of \$47.5 million (or \$448,000 per guest room). The contractual purchase price represents a 12.1 multiple on forecasted 2014 Hotel earnings before interest, taxes, depreciation and amortization (“EBITDA”) of \$3.9 million and a 7.6% capitalization rate on the Hotel’s 2014 forecasted net operating income.



“The Inn at Key West is a highly attractive off-market investment located in the highest RevPAR market in the United States,” said Mark W. Brugger, President and Chief Executive Officer of DiamondRock Hospitality Company. “The acquisition meets all of our stated investment criteria as it is located within a prime destination resort market, requires limited near-term capital investment, and is an immediately accretive use of our investment capacity. Moreover, we are pleased to enter the Key West market, which is a high-RevPAR, high-growth resort market. This acquisition adds an outstanding hotel to our high-quality portfolio.”

The boutique resort hotel includes many unique resort amenities, including one of the best pool experiences in the market with the largest fresh water pool in Key West. The Hotel is accessed by North Roosevelt Boulevard, the main thoroughfare in Key West, which recently underwent a significant beautification project that includes the addition of a new boardwalk experience along the Salt Pond Keys. Moreover, it is located minutes from the epicenter of Key West such as the Old Town and Duval Street

Key West’s temperate climate, access to premier water sports, and unique culture has resulted in consistent year-round lodging demand. We believe supply risk is significantly mitigated because development of additional hotel rooms on the island is prohibited by the Rate of Growth Ordinance. This favorable combination of strong demand and capped supply has led Key West to have the highest Occupancy, Average Daily Rate (“ADR”), and Revenue per Available Room (“RevPAR”) levels in the United States. In the twelve-month period ended June 30, 2014, the Key West market tract achieved year-over-year RevPAR growth of 21.8%.





In the twelve-month period ended June 30, 2014, The Inn at Key West achieved a RevPAR of \$174 from a combination of 86.3 percent occupancy and an ADR of over \$202. The EBITDA for the Company's ownership period in 2014 is expected to be approximately \$1.0 million, with approximately 80% of that amount earned during the fourth quarter.

The acquisition of the Hotel achieves several Company strategic objectives including increasing the quality, as measured by RevPAR, of its portfolio as well as further diversifying the Company's brand and manager representation. The Hotel underwent an extensive renovation in 2009 and will remain an independently branded hotel operated by an independent management company. The Company plans to implement at the Hotel its asset management best practices, with a focus on revenue management strategies and cost containment programs in both the rooms and food & beverage departments.



The Company funded the acquisition with existing corporate cash. The acquisition of The Inn at Key West brings the total representation of resorts within the Company's portfolio to 16 percent.

### **About the Company**

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Company's expectations regarding EBITDA. 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, 2013. 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.

	2014 Forecast	2014 Period of Ownership
Estimated Net Income	\$ 2,450	\$ 465
Income Tax Expense	75	20
Depreciation Expense	1,375	515
Interest Expense	—	—
Estimated EBITDA	<u>\$ 3,900</u>	<u>\$ 1,000</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.