
**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):

February 28, 2013

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))
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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 8.01. Other Events

On February 28, 2013, DiamondRock Hospitality Company issued a press release indicating that its Board of Directors had declared a quarterly dividend in the amount of \$0.085 per share payable to its stockholders of record as of March 31, 2013. Since the New York Stock Exchange is closed for trading on March 31, 2013, the effective record date for the dividend will be Thursday, March 28, 2013. The dividends will be paid on April 12, 2013.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation March 2013

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: March 1, 2013

By: /s/ William J. Tennis

William J. Tennis

Executive Vice President, General Counsel and

Corporate Secretary



DIAMONDROCK HOSPITALITY



**Investor
Presentation**

**March
2013**

table of contents



DIAMONDROCK HOSPITALITY

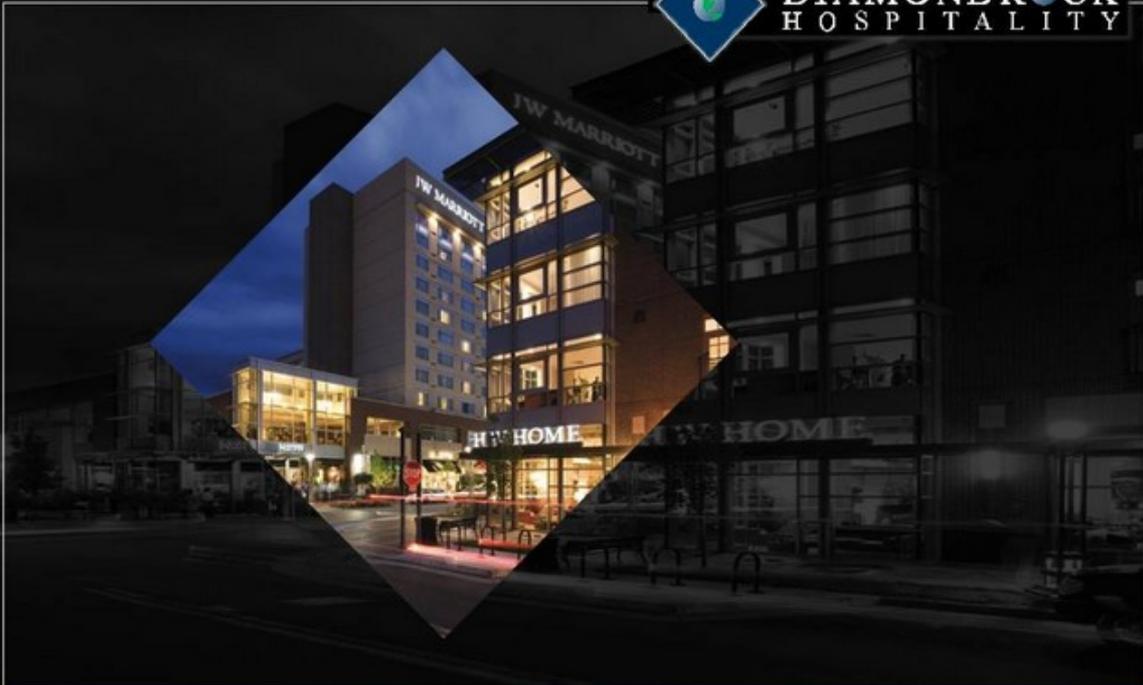
Investment Highlights..... 4

Strategy and Portfolio Repositioning..... 6

Internal Growth Opportunities.....15

Capital Structure.....25

Game Plan: Next Five Years.....27



INVESTMENT HIGHLIGHTS

**strong portfolio and balance sheet,
internal growth opportunities**



- ◆ **Repositioned Portfolio Poised for Long-Term Growth**
 - ◆ Portfolio weighted towards markets with higher forecasted RevPAR growth
 - ◆ Well positioned to benefit from group recovery
 - ◆ Expect to be net sellers in short-term

- ◆ **Revenue/Margin Upside From Investments in Key Properties:**
 - ◆ Lexington Hotel rebranding
 - ◆ Market share gains post-renovation of 2012 acquisition portfolio
 - ◆ Opening of Hilton Garden Inn 42nd Street in 2014
 - ◆ Frenchman's Reef Marriott continued success post-renovation

- ◆ **Best-In-Class Capital Structure Supports Sustainable Dividend And Outperformance**
 - ◆ Net Debt/EBIDTA among lowest in peer group¹
 - ◆ 15 of 27 hotels are unencumbered; \$90 million TTM EBITDA
 - ◆ Target 3.5X Net Debt/EBITDA

- ◆ **Currently Entering Most Profitable Years of Lodging Cycle, With Strong Supply/Demand Dynamics**
 - ◆ Supply²: 1.45% forecasted CAGR 2013-2016, 40% below historical average
 - ◆ Demand²: 2.37% forecasted room demand CAGR from 2013-2016, 6.4% forecasted RevPAR CAGR from 2013-2016 (2X historical average)



(1) Source: Citi Investment Research
(2) Source: PKF



DIAMONDROCK
HOSPITALITY



STRATEGY & PORTFOLIO REPOSITIONING

deliver above-average returns across the cycle with balanced portfolio of premier urban gateway assets and destination resorts



DIAMONDROCK
HOSPITALITY

- ◆ **Top Urban Gateway Cities and Resorts**
- ◆ **Markets With High Barriers to Entry and Diverse Demand Sources**
- ◆ **Balance Brand-Managed and Third-Party Managed Hotels**
- ◆ **Leverage Global Brands and Pursue Unique Boutiques**
- ◆ **Upper Upscale, Full Service Hotels**
- ◆ **Urban Select Service Hotels**



DiamondRock at a glance



KEY STATISTICS	
Hotels	27
Rooms	11,600
Enterprise Value	\$2.7 B
TEV/Key	\$230,000
Net Debt/EBITDA	4.8x
EBITDA Multiple	12.8x
NOI Cap Rate	6.5%

2013 GUIDANCE			
	Pre-Renovation	Renovation Disruption	Guidance
RevPAR Growth	4 to 6 percent	3 percent	1 to 3 percent
Adjusted EBITDA	\$207 to \$215 million	\$10 to \$12 million	\$195 to \$205 million
Adjusted FFO	\$146 to \$152 million	\$7 to \$8 million	\$138 to \$145 million
Adjusted FFO per share	\$0.75 to \$0.78	\$0.04 to \$0.05	\$0.70 to \$0.74

MARKET CONCENTRATION



7

Premier portfolio with urban concentration



Urban Resort Airport/Other

Boston Westin	Chicago Marriott	Conrad Chicago	Courtyard Denver	Courtyard 5th Ave NYC	Courtyard Midtown NYC	Hilton Boston
Hilton Burlington	Hilton Garden Inn Chelsea NYC	Hilton Garden Inn 42nd Street NYC	Hilton Minneapolis	Hotel Rex San Francisco	JW Marriott Denver	Lexington Hotel NYC
Salt Lake City Marriott	Westin San Diego	Westin Washington DC	Worthington Renaissance	Charleston Renaissance	Frenchman's Reef Marriott Resort	Sonoma Renaissance Resort
Vail Marriott Resort	Alpharetta Marriott Atlanta	Bethesda Marriott Suites	Los Angeles Airport Marriott	Oak Brook Hills Chicago Marriott	Orlando Airport Marriott	Torrence Marriott

8

Urban has historically outperformed

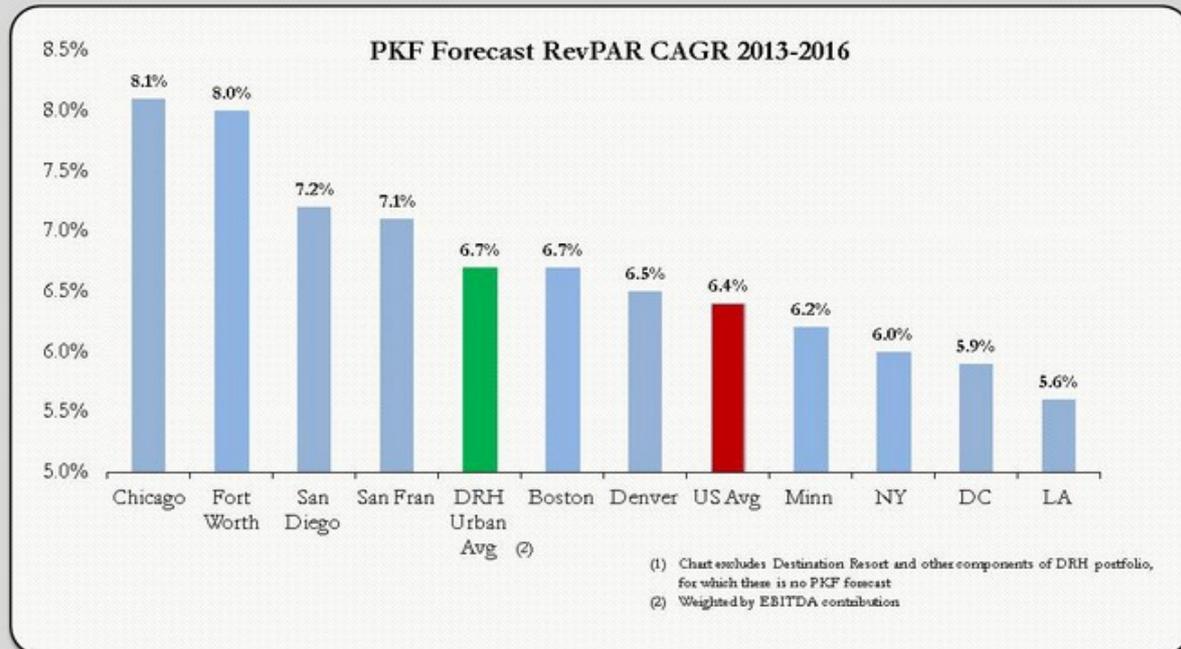


◆ 1993-2012: RevPAR CAGR of 3.9% for Urban vs. 2.9% for US

Urban Portfolio positioned for above average revpar growth

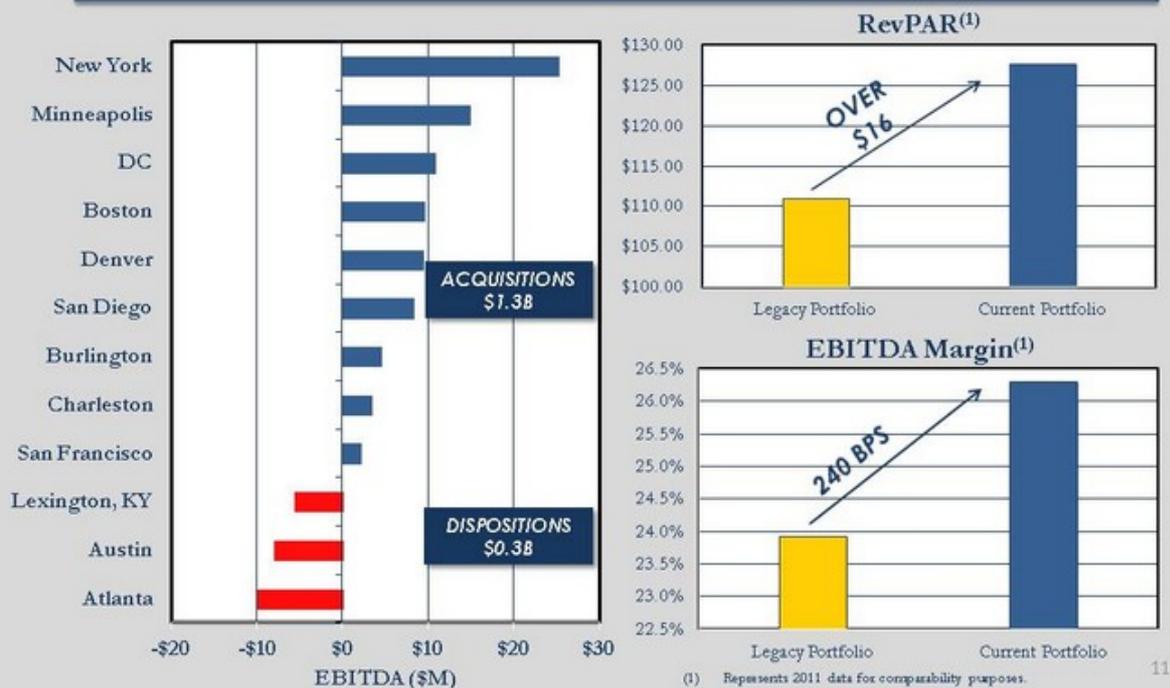


Portfolio Focused on Markets with Above Average Forecasted RevPAR Growth (1)



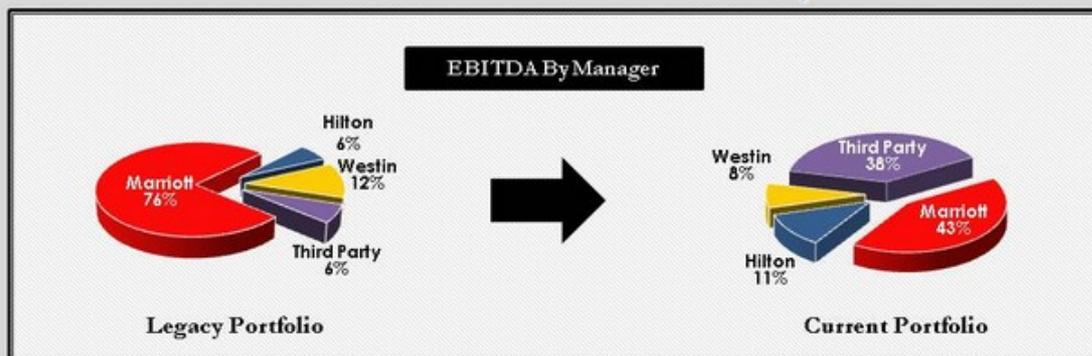
Portfolio transformed for current upcycle

BETTER MARKETS, HIGHER QUALITY



11

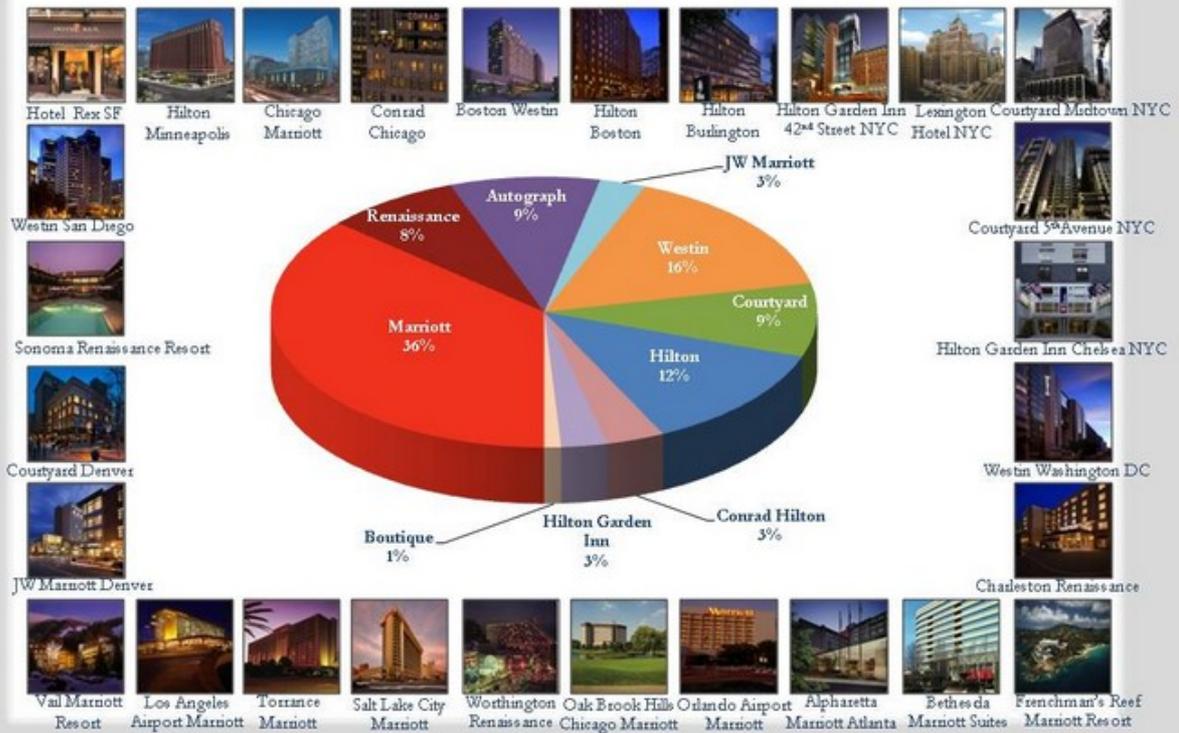
Increased Manager Diversification



- ◆ More Diversified by Manager
- ◆ Goal of 50/50 Brand/Third Party Managers
- ◆ More Flexibility on Best Practices, Increased Overall Portfolio Profitability

12

Increased Brand diversity



INTERNAL GROWTH OPPORTUNITIES

Internal growth opportunities: significant upside to prior peak levels



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- ◆ Shift Customer Mix to Higher Margin Business Transient
- ◆ Upside From Renovations & Relocation
- ◆ Execute Relocation Of Lexington Hotel
- ◆ Target Outsized Value Creation Opportunities With Minimum Short-term Disruption



	2012	Prior Peak	Opportunity
RevPAR	\$134	\$143	+6.7%
ADR	\$175	\$189	+8.0%
Occupancy	76.6%	76.0%	-----
Hotel EBITDA	\$218 million	\$279 million	+\$61 million
Hotel EBITDA Margin	27.2%	32.5%	+500+ bps

15

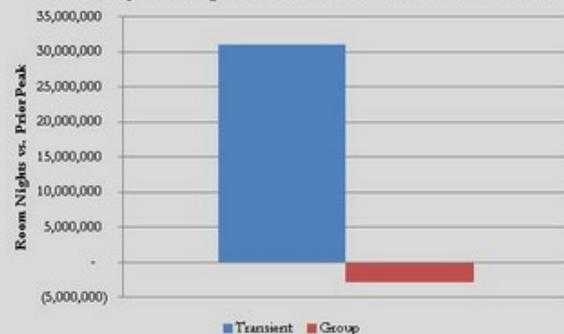
Group business positioned to outperform



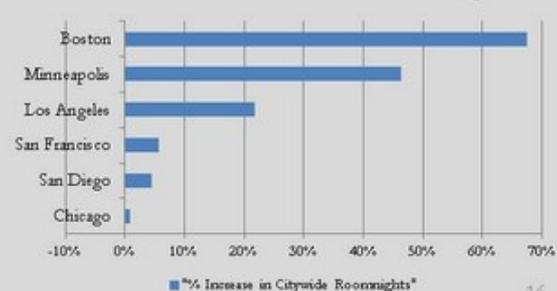
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HOSPITALITY

- ◆ Group Demand Trails Prior Peak Levels Despite a Surge in Transient Demand
- ◆ Group Out-of-Room Spend Offers Upside Potential
 - ◆ Banquet revenues at DRH hotels are 12% below prior peak
- ◆ Solid 2013 Group Booking Pace, Despite Headwinds:
 - ◆ Pace up 4.1% (7.4% excluding Boston)
 - ◆ Boston Westin pace is -10% amidst weakest year at BCEC since opening
- ◆ Robust 2014 Group Booking Pace:
 - ◆ Strong convention calendars in key markets
 - ◆ Pace up 15.6% (15 properties up >10%)
 - ◆ Boston hotels up 40%;
 - ◆ Pace at 2012 acquisitions up 25%

Industry Group Demand Trails Prior Peak



DRH Convention Calendars Strong in 2014



16

capital improvements targeting 1/3 of portfolio in 2013-2014



HOTEL NAME	START	ESTIMATED COMPLETION	EXPECTED BENEFITS
The Lexington	Late 2012	Mid 2013	Rate upside: \$90 gap to comparable Marriott
Westin Washington DC City Center	Mid 2013	Early 2014	Increased market penetration, reclaimed market share
Hilton Boston Financial District	Late 2013	Early 2014	Lease vacant retail space, reclaim market share
Westin San Diego	Late 2013	Early 2014	Increased market penetration/benefit from new Federal courthouse
Courtyard Midtown East	Late 2012	Mid 2013	5 new keys in high RevPAR property
Hilton Burlington	Late 2013	Early 2014	Capture additional local demand generators; retain market penetration
Conrad Chicago	Mid 2012	Early 2013	Improved group production from incremental meeting space/revenues

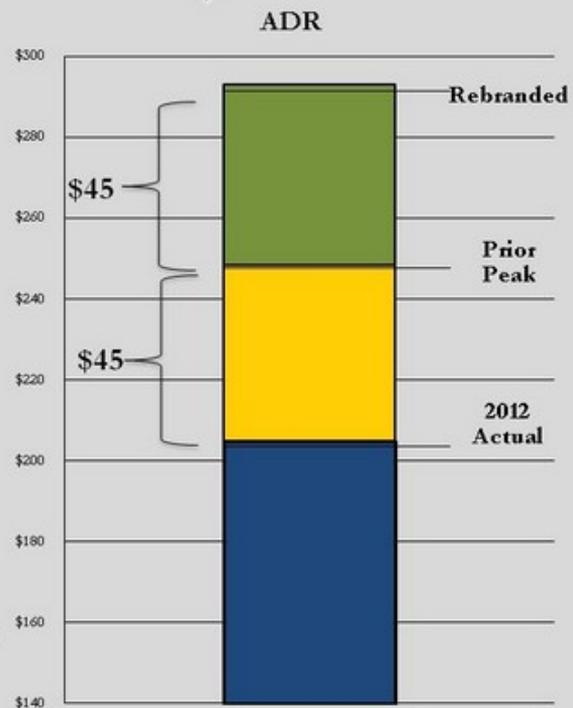
◆ Total Expected DRH CAPEX: \$140 Million in 2013 and early 2014

17

Growth driver: Lexington Hotel Rebranding



- Rebranding to Autograph Collection
- \$40 - \$45 Million Capital Plan for Upgrade
- Completion in Mid-2013
- Rate Upside
 - \$90 Rate Gap to Comparable Marriott
 - Each Dollar = \$250k Revenue
- 25% Rate Growth to Prior Peak
- Anticipate Multi-Year Growth in EBITDA to \$30 million



18

Growth driver: Westin Washington DC



- ◆ Urban/City-Center Location with Strong Demand Generators
- ◆ Reposition Hotel with Renovation to Benefit From Enhanced Citywide Convention Penetration from New Headquarters Hotel
- ◆ Team with Starwood Citywide Sales Force to Gain Group and Transient RevPAR Penetration
- ◆ Upside Opportunities From:
 - ◆ Rate increases following renovation
 - ◆ Additional keys from under-utilized Presidential Suite
 - ◆ Re-programming F&B outlets
 - ◆ Increasing valet/overnight parking income
 - ◆ Outsourcing of laundry
- ◆ 2014 Group Pace: +24.8%



2012 RevPAR Index	92.6
Prior Peak RevPAR Index	98.4
Market Share Opportunity	5.8
Revenue Upside	\$1.7 million

19

Growth driver: Hilton Boston Downtown



- ◆ Urban Location with Numerous Demand Generators and Virtually No New Supply Growth
- ◆ NOI of \$2 million from In-Place Lease Income
- ◆ Upside Opportunities From:
 - ◆ Rate increases following planned renovation
 - ◆ Change in manager
 - ◆ Outsourced food and beverage operations to improve margins
 - ◆ Leasing of 4,000 sq. ft. of desirable retail space
- ◆ Increase Market Share by Adapting Revenue Management Strategy to City Demand Pattern
- ◆ Evaluating Ability to Add Rooms From Suite Conversion
- ◆ 2014 Group Pace: +40.6%



2012 RevPAR Index	92.9
Prior Peak RevPAR Index	104.4
Market Share Opportunity	11.5
Revenue Upside	\$3.3 million

20

Growth driver: Westin San Diego



- ◆ Urban Location with Multiple Demand Generators for Legal, Convention Center and Gaslamp District Leisure Business
- ◆ Team with Starwood Citywide Sales Force to Enhance Group and Transient RevPAR Penetration
- ◆ Increased Demand from New Federal Courthouse for High-Rated Law Firm Business
- ◆ Upside Opportunities From:
 - ◆ Higher RevPAR following renovation
 - ◆ Potential outsourcing of F&B outlet
 - ◆ Activate lobby area
- ◆ 2014 Group Pace: +21.7%



2012 RevPAR Index	106.7
Prior Peak RevPAR Index	112.8
Market Share Opportunity	6.1
Revenue Upside	\$1.6 million

21

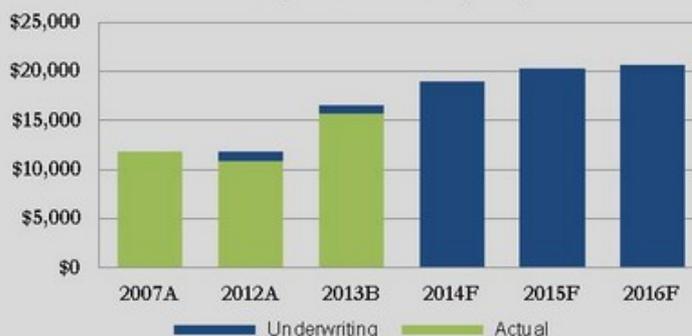
Growth driver: Frenchman's Reef Repositioning



- ◆ Repositioning Having Positive Impact on Group Meeting Planner Decisions:
 - ◆ 2013 Group Pace: +13.3%
 - ◆ 2014 Group Pace: +42.6%
- ◆ Upside to Margins from Ongoing Initiatives to Self-Generate Energy and Water
- ◆ Hotel will Surpass Prior Peak in 2013
- ◆ Renovated Resort Delivering Results Consistent with Initial Underwriting:



Hotel Adjusted EBITDA (\$000s)

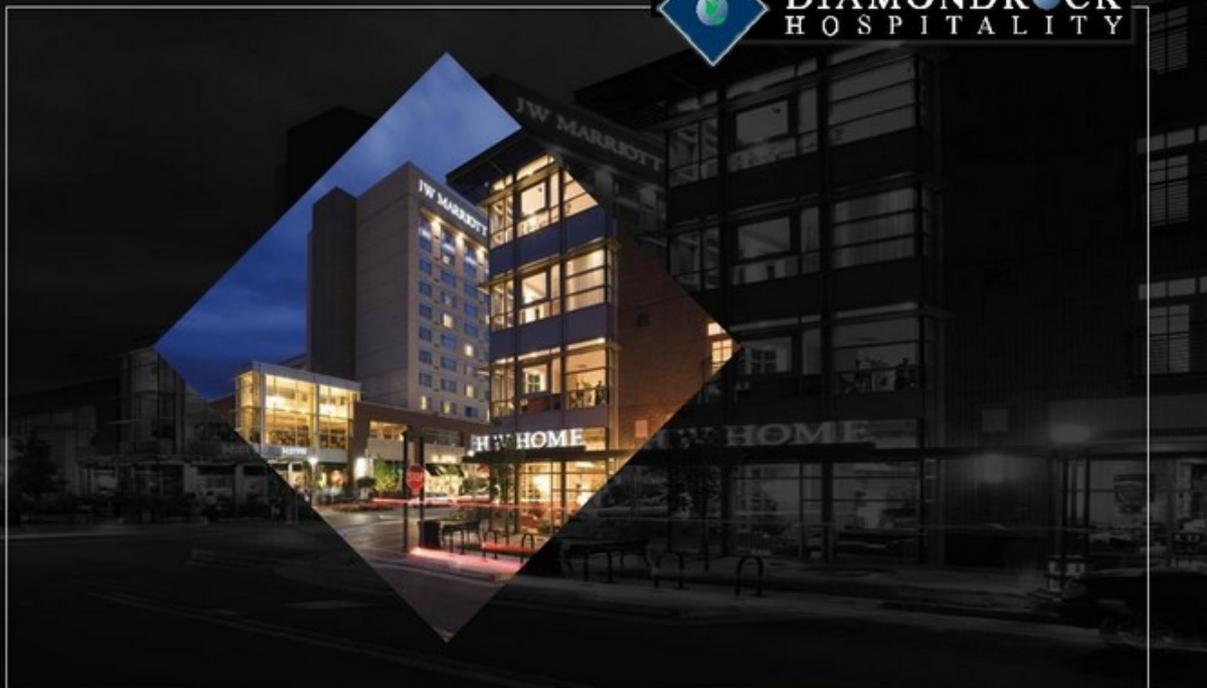


22

Growth driver: hilton garden inn times square



- ◆ Irreplaceable Location (42nd St & Broadway)
- ◆ Below Market Cost (\$450,000 Per Key)
- ◆ 282 Keys – Expected 2014 Delivery
- ◆ Immediately Accretive (9% Initial EBITDA Yield)
- ◆ Contemporary Design (275 SF Average Size)



CAPITAL STRUCTURE



Source: Citi Investment Research and Analysis

LEVERAGE STATISTICS

Net Debt / EV:	35%
Net Debt / EBITDA ⁽¹⁾ :	4.8x
Fixed Charge Coverage ⁽¹⁾ :	2.5x
Average Interest Rate:	5.3%
Average Maturity ⁽²⁾ :	4.1 years

◆ **KEY EXECUTION ELEMENTS**

- ◆ Take Advantage of Low Interest Rate Environment
- ◆ Target 20% Floating Rate Debt as Cyclical “Hedge”
- ◆ Ample Line Capacity for HGI Times Square (2014)
- ◆ Maximize Liquidity with Revolver
- ◆ 15 of 27 Hotels are Unencumbered
- ◆ Maintain Low Leverage to Support Sustainable Dividend
- ◆ DRH Has Paid \$375 Million in Dividends Since IPO

(1) Year end 2012 ratio. Calculated as defined under the Company's corporate credit facility.

(2) Assumes one one-year extension option is executed on the corporate credit facility and the two one-year extension options are executed on the \$170mm Lexington Hotel debt. 25



GAME PLAN: NEXT FIVE YEARS

THE NEXT FIVE YEARS



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- ◆ **PROFITABILITY:** Have Best-in-Class Margin Controls With the Most Respected Asset Management Function
- ◆ **BALANCE SHEET:** Achieve Leverage Target of 3.5x Net Debt-to-EBITDA, Continue to Stagger Maturities, and Minimize Corporate Debt
- ◆ **PORTFOLIO EXPOSURE:** Continue to Increase Exposure to CBD Locations in Long-Term, Top-Performing MSAs
 - ◆ Acquisitions: Complete acquisition of Hilton Garden Inn Times Square in 2014 and selectively evaluate other compelling transactions
 - ◆ Manager Diversification: Balance brand-managed and 3rd-party managers (1:1 ratio by EBITDA)
- ◆ **DISPOSITIONS:** Complete Sale of Select Non-Core Hotels, Including Oak Brook Hills Marriott



27

profitability outlook supported by strong supply/demand dynamics



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- ◆ 2013 US Supply Growth of 1.1% is Well Below Historical Average
- ◆ Expect Low Supply Growth to Persist Given Visibility/Long Lead Time
- ◆ Demand Recovering, Growth Projected to Exceed Supply and Historical Average Through at Least 2016

2013-16 Projected¹ CAGR: US Hotel Room Supply/Demand



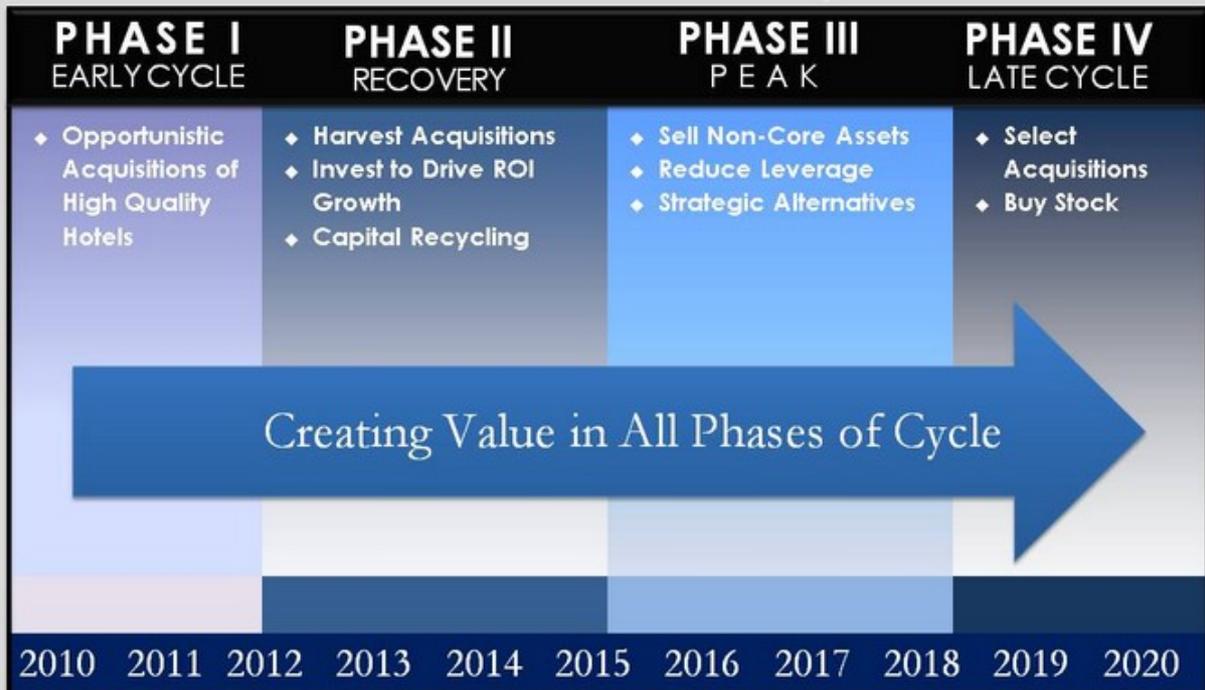
(1) Source: PKF Forecast

28

STRATEGIC GAME PLAN



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29

Driving value with portfolio repositioning, internal growth opportunities and low leverage



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- ◆ Repositioned Portfolio Poised for Long-Term Growth
- ◆ Revenue /Margin Upside from Investments in Key Properties
- ◆ Best-In-Class Capital Structure Supports Sustainable Dividend and Outperformance
- ◆ Currently Entering Most Profitable Years of Lodging Cycle



30

Certain statements made during this presentation are forward-looking and are subject to risks and uncertainties. Many of these risks and uncertainties are discussed in the prospectus supplement and in the Company's filings 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. When we use the words "believe," "expect," "anticipate," "plan," "will," "intend" or other similar expressions, we are identifying forward-looking statements. The forward-looking statements made during this presentation are subject to the safe harbor of the Private Securities Litigation Reform Act of 1995.