

**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): **December 19, 2014**

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.

On December 19, 2014, the Company issued a press release announcing the closing of the sale of the 1,004-room Marriott Los Angeles Airport, located in Los Angeles, California. 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.

The information contained in the press release attached as Exhibit 99.1 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 release attached as Exhibit 99.1 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 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 19, 2014.

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.

Date: December 19, 2014

By: /s/ William J. Tennis

William J. Tennis

Executive Vice President, General Counsel and Corporate Secretary



COMPANY CONTACT

Sean Mahoney (240) 744-1150

DIAMONDROCK HOSPITALITY COMPLETES SALE OF LOS ANGELES AIRPORT MARRIOTT

BETHESDA, Maryland, Thursday, December 19, 2014 — DiamondRock Hospitality Company (the “Company”) (NYSE: DRH) announced today that it has completed the sale of the 1,004-room Los Angeles Airport Marriott (the “Hotel”).

“The sale of the Los Angeles Airport Marriott achieves the Company’s goal of strategically recycling capital from non-core assets into high-growth, high-quality assets. This transaction improves the overall quality of our portfolio and increases our manager and brand diversity,” stated Mark W. Brugger, President and Chief Executive Officer of DiamondRock Hospitality Company. “We are excited to have successfully redeployed the proceeds from this sale into our recent acquisition of the Westin Beach Resort & Spa, Fort Lauderdale, a premier beachfront hotel in the high growth, South Florida market.”

The Company sold the Hotel to the same buyer who purchased the Torrance Marriott from the Company in late 2013 for proceeds of approximately \$160 million, including credit for the hotel’s replacement reserve. The total consideration represents a 6.6% capitalization rate on the Hotel’s net operating income of \$10.5 million for the trailing twelve month period ended September 30, 2014.

The total consideration plus an estimated \$15.0 million of incremental capital expenditures represents a 6.0% capitalization rate on the Hotel’s net operating income of \$10.5 million for the trailing twelve month period ended September 30, 2014. The Company expects to record a gain on the sale, which will be excluded from its reported Adjusted EBITDA and Adjusted FFO.

In conjunction with the sale, the Company prepaid the existing \$82.6 million mortgage secured by the Hotel and incurred approximately \$1.5 million of defeasance costs. The Company will exclude the defeasance cost from its reported Adjusted EBITDA and Adjusted FFO.

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 10,500 rooms. The Company has strategically positioned its hotels to generally be operated under the 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.

Reconciliation of Forecasted Hotel Net Income to Hotel EBITDA and Hotel Net Operating Income

(Unaudited, in millions)

	<u>Twelve Months Ended September 30, 2014</u>	
Net Income	\$	5.1
Depreciation Expense		4.2
Interest Expense		<u>4.4</u>
EBITDA		13.7
Capital Reserve Contributions		<u>(3.2)</u>
Net Operating Income	\$	<u><u>10.5</u></u>

This press release includes certain non-GAAP financial measures as defined under Securities and Exchange Commission (SEC) Rules. These measures are not in accordance with, or an alternative to, measures prepared in accordance with U.S. generally accepted accounting principles, or GAAP, and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the Hotel’s results of operations determined in accordance with GAAP.

The Company has presented hotel EBITDA and hotel net operating income after capital reserves, because it believes these measures provide investors and analysts with an understanding of the hotel-level operating performance. These non-GAAP measures do not represent amounts available for management’s discretionary use, because of needed capital replacement or expansion, debt service obligations or other commitments and uncertainties, nor are they indicative of funds available to fund the Company’s cash needs, including its ability to make distributions.

The Company’s presentation of the Hotel’s EBITDA and net operating income after capital reserves should not be considered as an alternative to net income (computed in accordance with GAAP) as an indicator of the Hotel’s financial performance. The table above is a reconciliation of the Hotel’s EBITDA and net operating income after capital reserves calculations to net income in accordance with GAAP.