

**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):  
**November 3, 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective November 3, 2014, the Board of Directors (the "Board") of DiamondRock Hospitality Company (the "Company") amended Article II, Section 7 of the Company's Third Amended and Restated Bylaws (the "Bylaws") to implement a majority voting standard for the election of directors in uncontested elections, retaining the plurality standard for elections in which the number of director nominees exceeds the number of directors to be elected. Pursuant to the amended Bylaws provision, in uncontested elections director nominees will be elected by the vote of a majority of the votes cast with respect to the nominee, which means that the number of votes cast for a director must exceed the number of votes cast against the nominee. In addition, under the amended Bylaws provision, if an incumbent director is not elected pursuant to the majority voting standard in an uncontested election, the director must tender his or her resignation to the Board for consideration. The Nominating and Corporate Governance Committee of the Board will recommend to the full Board (excluding the director who has tendered such resignation) whether to accept or reject the resignation, and the Board will act on the resignation and disclose its decision and reasoning within 90 days from the date of certification of the election results.

The foregoing summary of the changes effected by the adoption of the amendment to the Bylaws is qualified in its entirety by reference to the amendment to the Bylaws filed as Exhibit 3.2 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.2	Amendment to Third Amended and Restated Bylaws

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: November 3, 2014

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

**AMENDMENT TO**  
**THIRD AMENDED AND RESTATED BYLAWS**  
**OF**  
**DIAMONDROCK HOSPITALITY COMPANY**  
**(THE “CORPORATION”)**

The following amendment is effective as of November 3, 2014 as approved by unanimous consent of the Board of Directors of the Corporation.

1. The first sentence of Article II, Section 7 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“Section 7.        VOTING. Directors shall be elected by the vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if on the record date of such meeting the number of director nominees exceeds the number of directors to be elected, directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section 7, a majority of the votes cast means the number of shares voted for a director must exceed the number of shares voted against the director. If a nominee who is already serving as a director is not elected pursuant to this standard, the director shall tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Committee’s recommendation or the Board’s decision.

2. All other terms of the Third Amended and Restated Bylaws of the Corporation remain in full force and effect.
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