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):

January 21, 2022

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)

(Registrant's telephone number, including area code): (240) 744-1150

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)

D Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

D Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------------------------------------------------------------|-------------------|-------------------------------------------|
| Common Stock, \$0.01 par value | DRH | New York Stock Exchange |
| 8.250% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share | DRH Pr A | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

This Current Report on Form 8-K ("Current Report") contains forward-looking statements within the meaning of federal securities laws and regulations. These forward-looking statements are identified by their use of terms and phrases such as "believe," "expect," "intend," "project," "anticipate," "position," and other similar terms and phrases, including references to assumptions and forecasts of future results. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from those anticipated at the time the forward-looking statements are made. These risks include, but are not limited to national and local economic and business conditions, including the impact of COVID-19 on occupancy rates at our hotels and the demand for hotel products and services, and those risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K filed on March 1, 2021 and our Quarterly Reports on Form 10-Q filed on May 7, 2021, August 5, 2021 and November 5, 2021. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information in this Current Report is as of the date of this Current Report, and we undertake no obligation to update any forward-looking statement to ocnform the statement to actual results or changes in our expectations.

ITEM 7.01. Regulation FD Disclosure.

A copy of a slide presentation that DiamondRock Hospitality Company (the "Company") intends to use at investor meetings is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1 and is incorporated by reference herein. Additionally, the Company has posted the slide presentation in the investor relations/presentations section of its website at www.drhc.com.

The information in this Item 7.01, including Exhibit 99.1 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 Exhibit 99.1, 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 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are included with this report: <u>Exhibit No. Description</u>

| LAMOIT 110. | <u>veseription</u> |
|-------------|---------------------------------------------------------------|
| 99.1 | Investor Presentation - January 21, 2022 |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File |
| | |

SIGNATURE

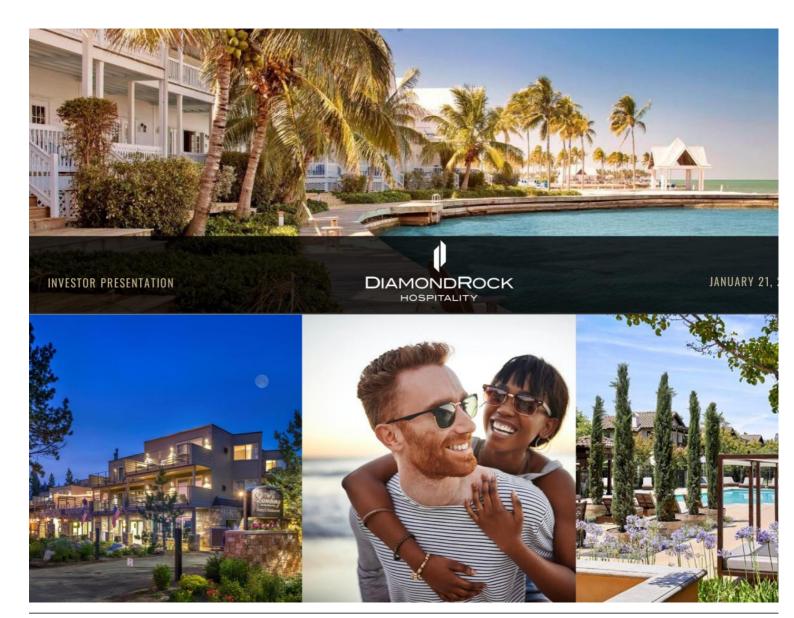
Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIAMONDROCK HOSPITALITY COMPANY

By:

Dated: January 21, 2022

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



Certain statements made during this presentation are forwardlooking statements that are subject to risks and uncertainties. Forward-looking statements generally include the words "believe," "expect," "anticipate," "plan," "estimate," "project," "will," "intend" or other similar expressions. Forward-looking statements include, without limitation, statements regarding, industry outlook, results of operations, cash flows, business strategies, growth and value opportunities, capital and other expenditures, financing plans, expense reduction initiatives and projected dispositions.

Factors that could cause actual results to materially differ from those contained in the forward-looking statements include, without limitation, national and local economic and business conditions, including the impact of COVID-19 on occupancy rates at the Company's hotels and the demand for hotel products and services, and those risks and uncertainties discussed in the most recent Annual Report on Form 10-K, which DiamondRock Hospitality Company (the "Company") has filed with the Securities and Exchange Commission, and 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 the Company. Actual results could differ materially from the forward-looking statements made in this presentation. The forward-looking statements made in this presentation are subject to the safe harbor of the Private Securities Litigation Reform Act of 1995.

Any forward-looking statement speaks only as of the date of which it is made. Although the Company believes the expect reflected in such forward-looking statements are based upo reasonable assumptions, it can give no assurance that the expectations will be attained or that any deviation will not b material. All information in this presentation is as of the date this presentation, and the Company undertakes no obligatic update any forward-looking statement to conform the state to actual results or changes in the Company's expectations.

This presentation contains statistics and other data that has obtained or compiled from information made available by th party service providers and believed to be reliable, but the accuracy and completeness of the information is not assur-The Company has not independently verified any such information.

KEY TAKEAWAYS AND RECENT EVENTS

KEY TAKEAWAYS

- 1. Strong Q4 2021 Operating Performance
- 2. Pipeline of ROI Projects with 40%+ IRRs
- 3. Transformative Capital Recycling Transactions
- 4. ESG Leader Corporate Responsibility Report



RECENT TRANSACTIONS

HENDERSON BEACH RESORT

- Acquired the 170-room Henderson Beach Resort in Destin, Florida
 - 6.4% capitalization rate on 2021 Hotel NOI
 - 8.0% estimated stabilized Hotel NOI yield
 - Numerous asset management and ROI opportunities to drive incremental cashflow
 - Operating synergies with Henderson Park Inn, adjacent resort acquired in July 2021

The Lodge at Sonoma

TRANQUILITY BAY BEACHFRONT RESORT

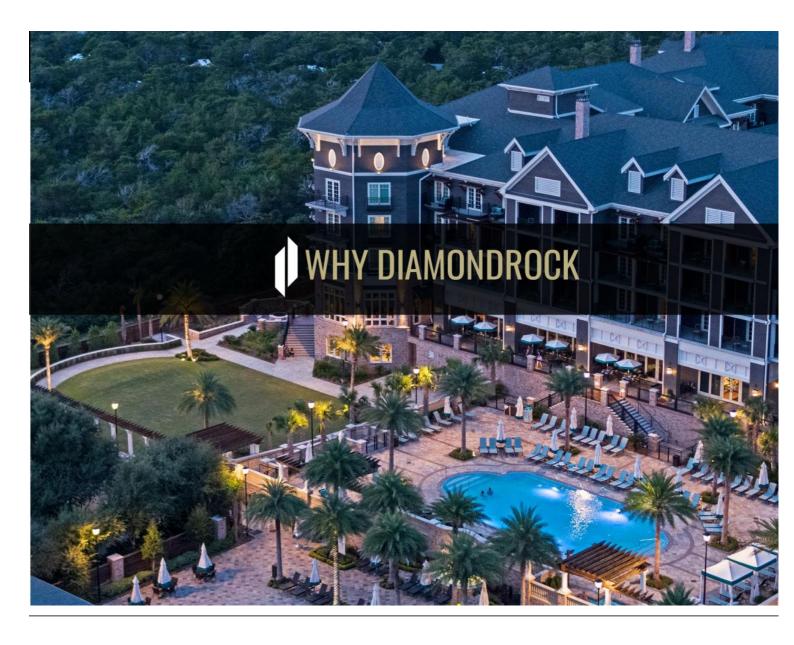
- Acquired commercial interest in the 103-room
 Tranquility Bay Beachfront Resort in Marathon, Florid
 - 11.1% capitalization rate on 2021 Hotel NOI
 - Very low on-going capital expenditure obligation
 - Numerous asset management opportunities to drive incremental resort cashflow
- Entitlements for an on-site marina

2021 MONTHLY COMPARABLE OPERATING RESULTS⁽¹⁾

| | Осс | ADR | RevPAR | Revenue | Revenue B/(W) 201 | |
|--------------------|-------|----------|----------|----------|-------------------|---------|
| Jan | 21.3% | \$193.61 | \$41.18 | 18,296 | (67.8%) | |
| Feb | 29.2% | \$217.42 | \$63.43 | 24,985 | (61.1%) | |
| Mar | 36.5% | \$241.35 | \$88.08 | 36,576 | (54.4%) | |
| Apr | 39.4% | \$236.06 | \$92.89 | 38,686 | (52.2%) | |
| Мау | 47.8% | \$232.30 | \$111.00 | 47,637 | (45.7%) | |
| Jun | 59.5% | \$233.32 | \$138.76 | 54,804 | (37.1%) | |
| Jul | 70.0% | \$253.06 | \$177.06 | 70,943 | (9.3%) | |
| Aug | 63.5% | \$234.00 | \$234.00 | \$148.52 | 60,658 | (19.3%) |
| Sep | 62.5% | \$249.61 | \$155.90 | 62,351 | (24.3%) | |
| Oct | 66.7% | \$267.90 | \$178.63 | 73,681 | (18.8%) | |
| Nov | 60.2% | \$238.98 | \$143.93 | 59,058 | (17.1%) | |
| Dec ⁽²⁾ | 56.1% | \$270.77 | \$151.81 | 63,491 | (2.4%) | |

(1) The comparable operating information includes operating results for our 32-hotel portfolio owned as of December 31, 2021, which includes our 2021 acquisitions (Bourbon Orleans, Henderson Park Inn and Henderson Beach Resorts) and excludes our 2021 dispositions.

(2) Preliminary results as of January 20, 2022



- 1 2022-2023 SETUP
- 2 COMPELLING ROI PIPELINE
- **3** STRONG/IMPROVING PORTFOLIO
- MARGIN IMPROVEMENT POTENTIAL
- **5** POWERFUL CAPITAL RECYCLING



2022-2023 POSITIONED FOR OUTSIZED GROWTH

FOUR HOTEL UP-BRANDINGS

- Sonoma Autograph Collection Q3 2021
- The Hythe, The Luxury Collection Q4 2021 Q4 2021
- Margaritaville Beach House
- The Clio, The Luxury Collection Q1 2022 .

IMPROVING GROUP TRENDS

- Strong Expected Growth in 2022 Group Revenue
- City-wide room nights in 2022/2023 for Boston, Chicago, and San Diego (35% of portfolio rooms) are expected to see gains over 2019

RECENT ACQUISITIONS

- Projected to add \$20MM to 2022E EBITDA
- Tranquility Bay Beachfront Resort Marathon, FL
- Henderson Beach Resort Destin, FL .
- Henderson Park Inn Destin, FL .
- Bourbon Orleans Hotel New Orleans, LA .

MARGIN IMPROVEMENT POTENTIAL

50-200bps of long-term potential





TRANQUILITY BAY RESORT

PROJECTS RECENTLY COMPLETED OR IN PROCESS DIAMOND JW MARRIOTT CHER SONOMA RENAISSANCE **VAIL MARRIOTT** SHERATON KEY WEST HOTEL MARGARI ТНЕ н **Beach House** THE LODGE KEY WEST · AT SONOMA · VAIL PROJECT COST PROJECT COST \$8.4MM IRR 88% 82% IRR

Nov 2021

Est Completion

Estimated IRRs are calculated assuming a 3-ye

Completed

ROI PIPELINE: \$90MM of ROI Projects at 40%+ IRRs

| PROPERTY | PROJECT | ESTIMATED Capital Spend ⁽¹⁾ | ESTIMATED Incremental ebitda ⁽¹⁾ | ESTIMATED IRR ⁽²⁾ |
|-------------------------------------|-----------------------------------------------------------------|-------------------------------------------|------------------------------------------------|------------------------------|
| LODGE AT SONOMA | Autograph Collection Conversion | \$9.8 | \$1.4 | 25% 0 |
| VAIL MARRIOTT | Luxury Collection Conversion | \$8.4 | \$3.4 | 88% (|
| CHARLESTON RENAISSANCE | F&B Repositioning | \$2.1 | \$0.5 | 52% 0 |
| MARGARITAVILLE BEACH HOUSI | E Rebranding | \$3.5 | \$1.3 | 82% (|
| DENVER JW MARRIOTT | F&B and Public Space Renovation Luxury Collection Conversion | \$2.5 \$3.6 | \$0.5 \$1.2 | 42% 74% |
| EMBASSY SUITES BETHESDA | Brand Conversion | \$3.3 | \$0.5 | 28% |
| | Recently Completed / In-Process | \$33.2 | \$8.8 | 59% |
| ORCHARDS INN | Resort Repositioning | \$19.8 | \$2.6 | 22% |
| THE LANDING | Additional 17 Keys | \$6.1 | \$1.2 | 42% |
| BOSTON HILTON | Additional 29 Keys | \$6.0 | \$1.0 | 33% |
| | Total in Planning | \$31.9 | \$4.8 | 28% |
| | Active ROI Pipeline | \$65.1 | \$13.6 | 45% |
| | Shadow ROI Pipeline | \$25MI | M of Capital Spend | Estimated 20%+ IRR |
| 1. Estimated Capital Spend and Esti | imated Incremental EBITDA based upon management | proformas | | |

Estimated Capital Spend and Estimated Incremental EBITDA based upon management proformas Estimated IRRs are calculated assuming a 3-year stabilization period and a 10.0x terminal multiple 1.

2.

ENHANCING PORTFOLIO QUALITY THROUGH RISK REDUCTION

| % SUBJECT TO GROUND LEASES | | | | | |
|----------------------------|------------------------|--------------------------------------------|----------------------------|------------------------|--|
| COMPANY | PERCENT OF ROOMS | TENOR OF THE FIVE SHORTEST LEASES | NO. OF Leased Hotels | | |
| PEB | 37% | 35 Years | 18 Hotels | | |
| HST | 29% | 21 Years | 20 Hotels | | |
| PK | 26% | 18 Years | 16 Hotels | | |
| PEER AVERAGE | 24% | 44 Years | 11 Hotels | | |
| DRH-Prior | 23% | 51 Years | 7 Hotels | $\left \right\rangle$ | |
| DRH-Current | 21% | 60 Years | 6 Hotels | | |
| SHO | 18% | 63 Years | 2 Hotels | | |
| XHR | 11% | 78 Years | 3 Hotels | | |

BENEFITS OF LOW EXPOSURE

Strong residual value

- More financial flexibility
- Reduced operating leverage
- Increased earnings transparency

| % HUKKIGAN | | |
|--------------|---------------------|---|
| COMPANY | PERCENT OF Rooms | |
| XHR | 28% | Х |
| РК | 25% | Н |
| HST | 22% | Ρ |
| SHO | 21% | S |
| PEER AVERAGE | 21% | Ρ |
| DRH-Prior | 16% | Ρ |
| DRH-Current | 15% | D |
| PEB | 10% | D |
| | D | |

BENEFITS OF LOW EXPOSURE

Lower risk of income disruption

- Long-term sustainability
- Lower operating costs

Note: Hurricane markets defined as exposure to Norfolk, VA, USVI, Puerto Rico, Coastal Georgia and South Carolina, Florida, Houston, TX, and New Orleans, LA

| COMPANY | PERC MANA(CONT |
|--------------|-----------------------|
| XHR | 8 |
| HST | 84 |
| PK | 8 |
| SHO | 59 |
| PEER AVERAGE | 5 |
| PEB | 2 |
| DRH-Prior | 24 |
| DRH-Current | 6 |
| | |

BENEFITS OF LOW EXPOSU

- Superior cost managem
- Owner-centric cash mgm
- Owner-centric capital investigation
- Improves asset value
- Improve cash flow multip

Source: Company filings, Robert W. Baird & Co

Note: DRH Prior is prior to the disposition of Frenchman's Reef and The Lexington Hotel, restricting of the Salt Lake City Marriott ground lease, and the six Marriott-managed hotel converted to franchise agreements.

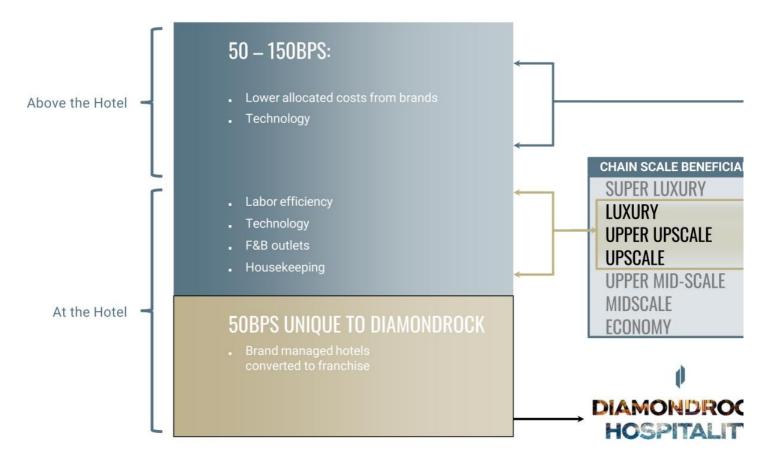
% BRAND MANAGE

% HURRICANE MARKETS

LONG TERM MARGIN IMPROVEMENT POTENTIAL



UP TO 200BPS OF POTENTIAL LONG TERM MARGIN IMPROVEMENT



POWERFUL CAPITAL RECYCLING









RECYCLING CREATES \$20MM INCREMENTAL EBITDA⁽¹⁾



(1) 2022E EBITDA of the four acquisitions as compared to projected 2022 EBITDA of the two dispositions.

BENEFITS OF TRANSACTIONS

- ACCRETIVE RECYCLING: Sold \$220MM of assets at 5.3% cap rate on 2019 NOI. Recycled into \$293MM of hotels & resorts at 8.0% stabilized NOI cap rate
- REDUCES CAPEX SPENDING: Young physical age and beneficia deal structure materially reduce capital expenditure spending
- RECYCLING CREATES BORROWING BASE COLLATERA Recycling the disposition proceed into unencumbered hotels provide significant enhancement to credit facility leverage metrics
- INCREASED EXPOSURE TO RIGHT-TO-WORK STATES: Nearly 40% of portfolio hotels in RTW markets



ACQUISITION DATE PURCHASE PRICE LOCATION NUMBER OF UNITS 1/6/22 S63 MILLION MARATHON, FL 103



KEY DEAL HIGHLIGHTS

- 2021 TripAdvisor Traveler's Choice Award and consistently among the top hotels in Marathon, FL.
- 12 oceanfront acres with 1,000 feet of shoreline
- Strict development ordinances constrain supply and supports the highest RevPAR of any major U.S. market
- >\$645 ADR (2021E), nearly 3x the portfolio average
- >11% capitalization rate on trailing 2021 proforma NOI or over \$50,000/key in Hotel EBITDA
- Investment comprised of (1) fee simple ownership of 16 units and all resort amenities and infrastructure and (2) durable, long-term rental management agreements for 84 third-party owned beach homes and (3) majority of three vacation rental units.

UNIT COMPOSITION

| 103 Units | 231 Bedrooms | 970 Sq. Ft. |
|-----------|----------------------------|---------------|
| 41 Units | 123 Bedrooms Three Bedroom | 1,320 Sq. Ft. |
| 46 Units | 92 Bedrooms Two Bedroom | 840 Sq. Ft. |
| 16 Units | 16 Bedrooms One Bedroom | 450 Sq. Ft. |
| | | |

UPSIDE OPPORTUNITIES

Significant revenue upside

- Entitled for marina development
- Enhanced F&B programming at pool and beach area
- Initiate wedding-market programming
- Enhanced revenue management
- Benefit from clustering with other DRH Resorts

RESORT MAP



This summary information sheet contains certain "forward-looking statements" relating to, among other things, hotel EBITDA and hotel net operating income after capital reserves. 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 on this summary information sheet. When we us the words "projected," "expected," "planned" and "estimated" or other similar expressions, we are identifying forward-looking statements. The forward-looking statements on this summary information sheet are subject to the safe harbor of the Private Securities Litigations Reform Acto 1995. All information and Japan 19, 2022. We undertake no duty to update the information form to actual results or changes in our expectations. This fact sheet contains statistics and other data that has been obtained from information available from public sources. For additional information, please visit our website at <u>www.drhc.com</u>.

HENDERSON BEACH RESORT (DESTIN, FL)



| ACQUISITION DATE | 12/23/21 | |
|------------------|-----------------|--|
| PURCHASE PRICE | \$112.5 MILLION | |
| LOCATION | DESTIN, FL | |
| NUMBER OF ROOMS | 170 | |
| NUMBER OF RMAs: | 46 | |
| EVENT SPACE | 40,000 SQ FT | |
| | | |

KEY DEAL HIGHLIGHTS

- AAA Four Diamond Award in 2019. Consistently recognized by Travel + Leisure, US News & World Report and other periodicals as one of the best resorts in Florida.
- Best located resort in the market; A+ beach access to the white sands of Florida's "Emerald Coast"
- Explosive population growth in feeder markets (Houston, Dallas, Atlanta, Nashville, Birmingham); outpaced U.S. growth 2.5-to-1
- >\$430 ADR (2021E), 80%+ above the portfolio average
- 6.4% capitalization rate on 2021E NOI; stabilization at 8% NOI yield or \$53,000/key in Hotel EBITDA

UPSIDE OPPORTUNITIES

- Significant revenue upside
- Enhanced revenue management
- Room segmentation strategies
- Operating synergies with Henderson Park Inn
- Benefit from clustering with other DRH Resorts
- Improve F&B programming
- Enhance group sales penetration
- Yield management of 46 onsite condo units operated under Rental Management Agreements (RMA)



DIAMOND

LOCATION AND FEEDER MARKETS

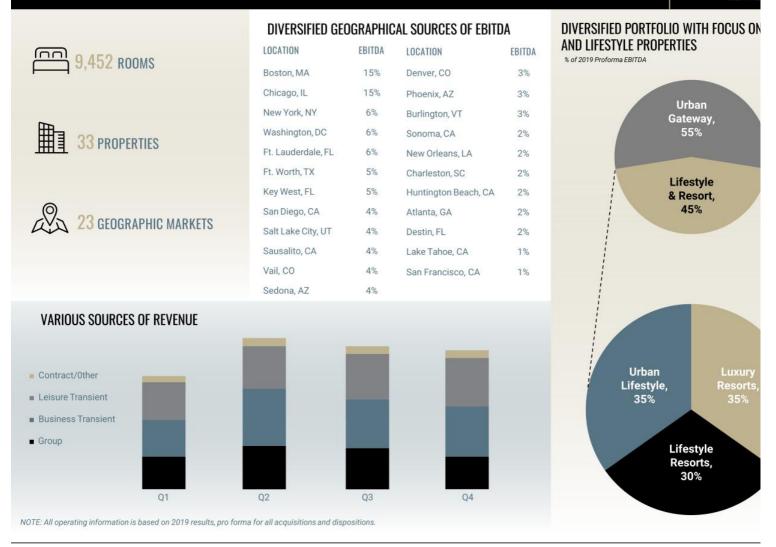


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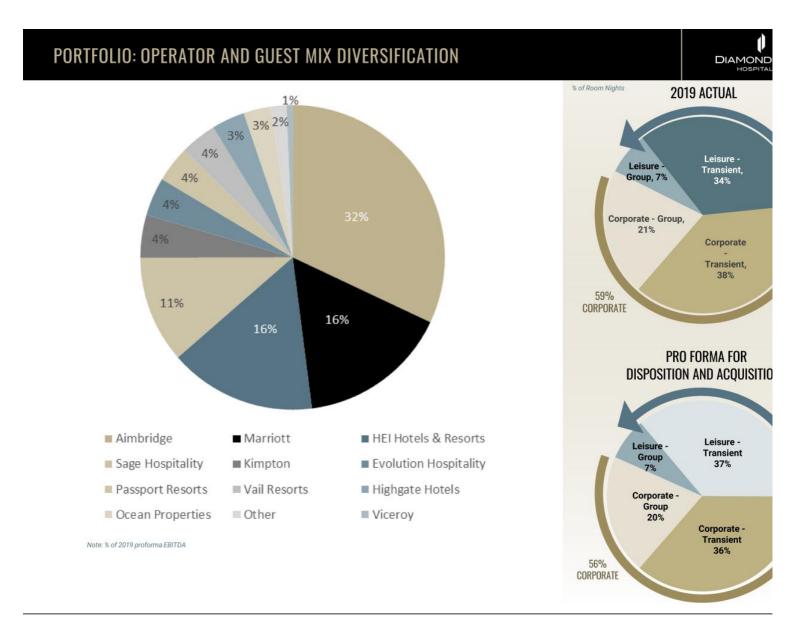
DIAMONDROCK AT A GLANCE



PORTFOLIO: DATA TABLE

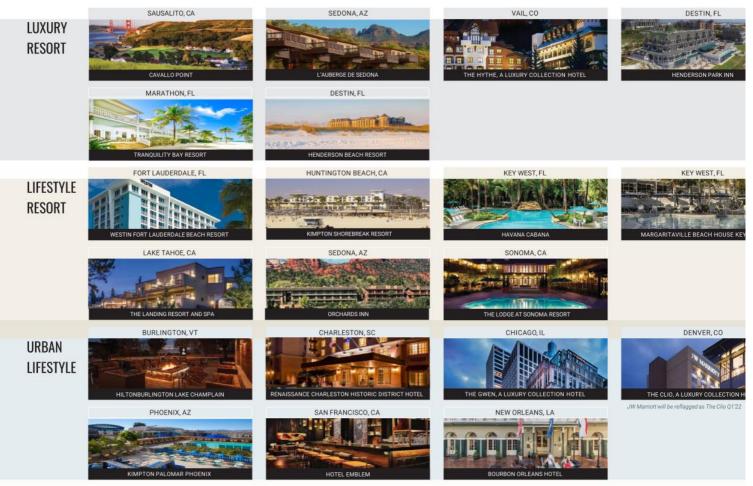
| | KEYS | REVPAR (S) | TREVPAR (\$) | REVENUE/KEY (\$000s) | EBITDA/KEY (\$000s) | % OF 20 Ebit |
|-------------------------|-------|---------------|-----------------|-------------------------|------------------------|-----------------|
| LUXURY RESORT | 930 | 280 | 488 | 178 | 48 | 16% |
| LIFESTYLE RESORT | 1,216 | 190 | 307 | 112 | 33 | 14% |
| LIFESTYLE URBAN | 1,491 | 185 | 256 | 93 | 29 | 15% |
| RESORT/LIFESTYLE | 3,637 | 211 | 322 | 121 | 35 | 45% |
| URBAN GATEWAY | 5,815 | 178 | 240 | 88 | 27 | 55% |
| TOTAL | 9,452 | 189 | 275 | 100 | 30 | 100% |

NOTE: Proforma for acquisitions and dispositions January 2022, 2019 operating results used for all properties. 2021E results used for Henderson Beach Resort.

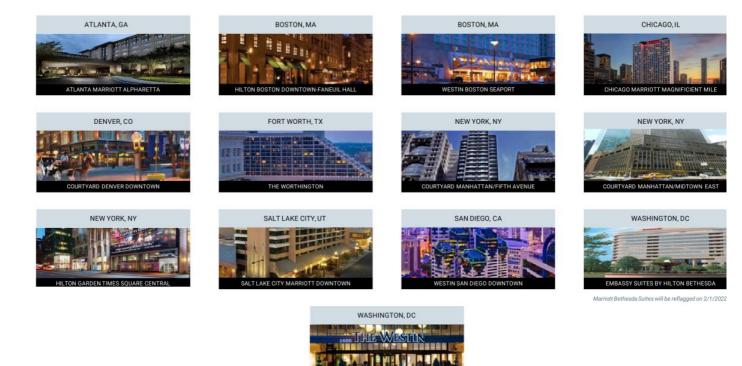


STRONG RESORT MARKET PRESENCE

OVER 60% OF HOTELS LOCATED IN DESTINATION LEISURE MARKETS



NEARLY 40% OF HOTELS LOCATED IN TOP GATEWAY MARKETS





RESPONSIBLE CORPORATE CITIZEN

