FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT O	F CHANGES	IN BENEFICIAL	OWNERSHIP
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OMB APPROVAL			
OMB Number:	3235-0287		
Estimated average burden			
hours per response	e: 0.5		

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) DiamondRock Hospitality Co [DRH] Chi Timothy X Director 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify (First) (Middle) 05/07/2024 below) below) (Last) C/O DIAMONDROCK HOSPITALITY 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable **COMPANY** Line) Form filed by One Reporting Person 2 BETHESDA METRO CENTER, SUITE 1400 Form filed by More than One Reporting Person (Street) **BETHESDA** MD 20184 Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2A. Deemed Execution Date, if any 2. Transaction 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership 7. Nature Transaction Code (Instr. Date (Month/Day/Year) Securities Beneficially Form: Direct of Indirect (D) or Indirect **Beneficial** (Month/Day/Year) 8) Owned Follow (I) (Instr. 4) (Instr. 4) Reported (A) or (D) Transaction(s) Code ν Price Amount (Instr. 3 and 4) $A^{(1)}$ Common stock, par value \$0.01 per share 05/07/2024 12,615 \$0 107,566 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 6. Date Exercisable and 9. Number of 11. Nature 3. Transaction 3A. Deemed 5. Number Transaction Code (Instr. Derivative Conversion **Execution Date.** Expiration Date Amount of Derivative derivative Ownership of Indirect Security (Instr. 3) if any (Month/Day/Year) Security (Instr. 5)

Explanation of Responses:

or Exercise

Derivative

Price of

Security

1. Annual grant of \$110,000 of fully vested common stock

(Month/Day/Year)

Remarks:

/s/ William J. Tennis, attorney- 05/08/2024 in-fact

Securities

Following Reported

(Instr. 4)

Transaction(s)

Owned

Beneficially

Form:

Direct (D)

or Indirect (I) (Instr. 4)

Beneficial

(Instr. 4)

Ownership

Securities

Derivative

Title

Underlying

Security (Instr. 3 and 4)

Amount Numbe

of Shares

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Derivative

Securities

Acquired

(A) or Disposed

(Instr. 3, 4

of (D)

and 5)

(A) (D) (Month/Day/Year)

Date

Exercisable

Expiration Date