

HERSHA HOSPITALITY TRUST
Form 8-K/A
June 23, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-K/A
Amendment No. 1**

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 17, 2005

**HERSHA HOSPITALITY TRUST
(Exact name of registrant as specified in its charter)**

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| Maryland (State or other jurisdiction of incorporation) | 001-14765 (Commission File Number) | 251811499 (IRS Employer Identification No.) |
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**510 Walnut Street, 9th Floor
Philadelphia, Pennsylvania 19106**
(Address and zip code of principal executive offices)

Registrant's telephone number, including area code: **(215) 238-1046**

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 Instructions 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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust, a Maryland real estate investment trust and owner of nationally franchised, upscale and mid-scale hotels, (“Hersha”), on June 1, 2005, is being filed to include information related to the completion of the acquisitions of the remaining two hotels of a five-hotel portfolio Hersha agreed to acquire.

Item 2.01. Completion of Acquisition or Disposition of Assets

On April 28, 2005, Hersha agreed to acquire a five-hotel portfolio in the Philadelphia and Wilmington metropolitan regions for approximately \$48.9 million in cash. The acquisition consists of three Holiday Inn Expresses, a Marriott Courtyard and a McIntosh Inn. Each hotel in the portfolio is owned by a separate entity, which are under common control. The sellers of these hotels are not affiliates of Hersha. Hersha previously reported its entry into the purchase agreements related to these hotels in a Current Report on Form 8-K, filed May 4, 2005. This acquisition became “significant” for purposes of Item 2.01 of Form 8-K when Hersha closed on the third of the five hotels, as disclosed in the Current Report on Form 8-K, filed June 1, 2005. Hersha has now completed the acquisition of the remaining two hotels of the five hotels in the portfolio. Hersha Hospitality Management, LP will operate each of the hotels.

Acquisition of Holiday Inn Express Hotel & Suites - King of Prussia

On May 23, 2005, Hersha Hospitality Limited Partnership (“HHLP”) completed the acquisition of the land, improvements and certain personal property of Holiday Inn Express Hotel & Suites - King of Prussia from McIntosh Inn of King of Prussia, Inc. The purchase price for the hotel was approximately \$16.1 million. A copy of the purchase agreement was filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q filed by Hersha on May 10, 2005 and is incorporated herein by reference.

Acquisition of Holiday Inn Express of Frazer - Malvern

On May 24, 2005, HHLP completed the acquisition of the land, improvements and certain personal property of Holiday Inn Express of Frazer - Malvern from McIntosh Inn of Malvern, Inc. The purchase price for the hotel was approximately \$8.2 million. A copy of the purchase agreement was filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q filed by Hersha on May 10, 2005 and is incorporated herein by reference.

Acquisition of Holiday Inn Express of Langhorne - Oxford Valley

On May 26, 2005, HHLP completed the acquisition of the land, improvements and certain personal property of Holiday Inn Express of Langhorne - Oxford Valley from McIntosh Inn of Oxford Valley, Inc. The purchase price for the hotel was approximately \$7.8 million. A copy of the purchase agreement was filed as Exhibit 10.4 to the Quarterly Report on Form 10-Q filed by Hersha on May 10, 2005 and is incorporated herein by reference.

Acquisition of Courtyard by Marriott and McIntosh Inn of Wilmington

On June 17, 2005, HHLP completed the acquisition of the land, improvements and certain personal property of (i) the Courtyard by Marriott and (ii) the McIntosh Inn of Wilmington (collectively, the “Marriott/McIntosh Property”) from McIntosh Inn of Wilmington, Inc. The purchase price for the Marriott/McIntosh Property was approximately \$16.8 million. A copy of the purchase agreement for the Marriott/McIntosh Property was filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q, filed by Hersha on May 10, 2005, and is incorporated herein by reference.

Item 9.01

Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

To the extent required by this item, financial statements will be filed as part of an amendment to this report on Form 8-K/A no later than 71 calendar days after June 1, 2005, the date the original Current Report on Form 8-K was required to be filed.

(b) Pro Forma Financial Information

To the extent required by this item, pro forma financial information will be filed as part of an amendment to this report on Form 8-K/A no later than 71 calendar days after June 1, 2005, the date the original Current Report on Form 8-K was required to be filed.

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 thereunto duly authorized.

HERSHA HOSPITALITY TRUST

Date: June 22, 2005

By: /s/ Ashish R. Parikh

Ashish R. Parikh
Chief Financial Officer
