

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
September 16, 2010

**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): September 15, 2010  
ASHFORD HOSPITALITY TRUST, INC.  
(Exact name of registrant as specified in its charter)**

Maryland

001-31775

86-1062192

(State or other jurisdiction of  
incorporation or organization)

(Commission  
File Number)

(IRS employer  
identification number)

14185 Dallas Parkway, Suite 1100  
Dallas, Texas

75254

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code (972) 490-9600

Check the appropriated box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14-a-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))
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**ITEM 7.01 REGULATION FD DISCLOSURE**

On September 15, 2010, Ashford Hospitality Trust, Inc. (the Company ) announced that it priced 3,300,000 shares of 8.45% Series D Cumulative Preferred Stock at \$23.178 per share, the closing of which is expected on September 22, 2010. The Company expects to use the net proceeds from the offering to repay a portion of its outstanding borrowings under its existing senior credit facility.

The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

Exhibit  
Number

99.1 Press release of the Company, dated September 15, 2010, announcing the pricing of a preferred stock offering.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 16, 2010

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General  
Counsel