

ASHFORD HOSPITALITY TRUST INC
Form 8-A12B
July 13, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or organization)

14185 Dallas Parkway, Suite 1100
Dallas, Texas
(Address of principal executive offices)

86-1062192
(I.R.S. Employer Identification No.)

75254
(Zip Code)

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

Title of each class to be so registered
7.375% Series F Cumulative Preferred Stock, par value \$0.01 per
share

Name of each exchange on which
each class is to be registered
The New York Stock Exchange, LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. X

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): **333-211837**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the 7.375% Series F Cumulative Preferred Stock, par value \$0.01 per share (the Series F Preferred Stock) of Ashford Hospitality Trust, Inc. (the Registrant), is set forth under the captions Description of the Series F Preferred Stock in the Registrant's prospectus supplement dated July 6, 2016 and under the captions Description of Our Preferred Stock, Description of Our Capital Stock, Material Provisions of Maryland Law and Our Charter and Bylaws and Material Federal Income Tax Considerations in the Registrant's base prospectus dated June 21, 2016, as filed by the Registrant with the Securities and Exchange Commission (the SEC) on June 3, 2016, which prospectus constitutes a part of the Registrant's Registration Statement on Form S-3 (No. 333-211837). The summary descriptions of the Series F Preferred Stock do not purport to be complete and are qualified in their entirety by reference to the exhibits, which are hereby incorporated herein and may be amended from time to time.

Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified which have been filed with the SEC.

| Exhibit Number | Description |
|----------------|--|
| 1 | Prospectus filed under the Securities Act on June 3, 2016 (incorporated herein by reference). |
| 2 | Prospectus Supplement filed pursuant to Rule 424(b)(5) under the Securities Act on July 8, 2016 (incorporated herein by reference). |
| 3 | Articles of Amendment and Restatement, as amended by Amendment Number One to Articles of Amendment and Restatement (incorporated by reference to Exhibit 4.6 to Registration Statement on Form S-3 filed May 15, 2015). |
| 4 | Second Amended and Restated Bylaws, as amended by Amendment No. 1 on October 26, 2014 and by Amendment No. 2 on October 19, 2015 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed on October 22, 2015). |
| 5 | Articles Supplementary for Series A Cumulative Preferred Stock, dated September 15, 2004 (incorporated by reference to Exhibit 4.1.1 of Form 10-K, filed on February 28, 2012). |
| 6 | Articles Supplementary for Series D Cumulative Preferred Stock, dated July 17, 2007 (incorporated by reference to Exhibit 3.5 to the Registrant's Form 8-A, filed July 17, 2007). |
| 7 | Articles Supplementary for Series E Cumulative Preferred Stock, dated April 15, 2011 (incorporated by reference to Exhibit 3.6 to the Registrant's Form 8-A, filed April 18, 2011). |
| 8* | Articles Supplementary for 7.375% Series F Cumulative Preferred Stock of Ashford Hospitality Trust, Inc., accepted for record and certified by the Maryland State Department of Assessments and Taxation on July 11, 2016. |

* Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 13, 2016

ASHFORD HOSPITALITY TRUST, INC.

| | | |
|--------|---------------------|---|
| By: | /s/ David A. Brooks | |
| Name: | | David A. Brooks |
| Title: | | Chief Operating Officer, General Counsel and Secretary |

INDEX TO EXHIBITS

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