

ASHFORD HOSPITALITY TRUST INC  
Form FWP  
October 13, 2016

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration No. 333-211837**

**October 13, 2016**

**Ashford Hospitality Trust, Inc.**

**7.375% Series G Cumulative Preferred Stock**

**(Liquidation Preference \$25.00 per share)**

**Pricing Term Sheet**

**October 13, 2016**

**Issuer:** Ashford Hospitality Trust, Inc.

**Security:** 7.375% Series G Cumulative Preferred Stock (the Series G Preferred Stock )

**Size:** 6,000,000 shares (6,900,000 shares if the underwriters' option to purchase additional shares is fully exercised)

**Maturity Date:** Perpetual (unless redeemed by the Issuer on or after October 18, 2021 or pursuant to its special optional redemption right, or converted by a holder in connection with certain changes of control)

**Trade Date:** October 13, 2016

**Expected Settlement and Delivery Date:** October 18, 2016 (T+3)

**Liquidation Preference:** \$25.00 per share plus accrued and unpaid dividends

**Dividend:** 7.375% of the \$25.00 liquidation price (or \$1.84375 per share) per annum

**Dividend Payment Dates:** January 15, April 15, July 15 and October 15, beginning January 17, 2017

**Public Offering Price:** \$25.00 per share; \$150,000,000 total (not including the underwriters' option to purchase additional shares)

**Underwriting Discounts and Commissions:** \$0.7875 per share; \$4,725,000 total (not including the underwriters' option to purchase additional shares)

**Conversion Rights:** Upon the occurrence of a Change of Control, holders of the Series G Preferred Stock will have the right (unless, prior to the Change of Control Conversion Date, the Issuer has provided or provides notice of its election to redeem the Series G Preferred Stock) to convert some or all of the Series G Preferred Stock into a number of shares of the Issuer's common stock per share of Series G Preferred Stock to be converted equal to

the lesser of:

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(1) the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series G Preferred Stock dividend payment and prior to the corresponding Series G Preferred Stock dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Stock Price; and

(2) 8.3333 (the Share Cap ), subject to certain adjustments;

subject, in each case, to provisions for the receipt of alternative consideration as described in the preliminary prospectus supplement dated October 13, 2016 (the preliminary prospectus supplement ).

The Share Cap is subject to pro rata adjustments for any share splits (including those effected pursuant to a distribution of the Issuer's common stock), subdivisions or combinations (in each case, a Share Split ) with respect to the Issuer's common stock as described in the preliminary prospectus supplement.

The Change of Control Conversion Date is the date the Series G Preferred Stock is to be converted, which will be a business day that is no fewer than 20 days nor more than 35 days after the date on which the Issuer provides the notice described above to the holders of Series G Preferred Stock.

The Common Stock Price will be: (i) the amount of cash consideration per share of common stock, if the consideration to be received in the Change of Control by the holders of the Issuer's common stock is solely cash; or (ii) the average of the closing prices for the Issuer's common stock on the New York Stock Exchange ( NYSE ) for the ten consecutive trading days immediately preceding, but not including, the effective date of the Change of Control, if the consideration to be received in the Change of Control by the holders of the Issuer's common stock is other than solely cash.

**Change of Control:**

A Change of Control will be deemed to have occurred at such time after the original issuance of the Series G Preferred Stock when the following has occurred:

(1) the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of the Issuer's stock entitling that person to exercise 50% or more of the total voting power of all shares of the Issuer's stock entitled to vote generally in elections of directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

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(2) following the closing of any transaction referred to in clause (1) above, neither the Issuer nor the acquiring entity or surviving entity has a class of common securities (or American Depositary Receipts representing such securities) listed on the NYSE, the NYSE MKT ( NYSE MKT ), or the NASDAQ Stock Market ( NASDAQ ), or listed on an exchange that is a successor to the NYSE, NYSE MKT or NASDAQ.

- Optional Redemption:** On and after October 18, 2021, redeemable in whole or in part at a redemption price equal to \$25.00 per share plus any accrued and unpaid dividends
- Special Optional Redemption:** Upon the occurrence of a Change of Control, in addition to the Issuer's right to redeem some or all of the shares of Series G Preferred Stock upon the exercise by a holder of its change of control conversion right, the Issuer may, at its option, redeem the Series G Preferred Stock, in whole or in part within 120 days after the first date on which such change of control occurred, by paying \$25.00 per share, plus any accrued and unpaid dividends to, but not including, the date of redemption.
- Use of Proceeds:** The Issuer expects that the net proceeds from the sale of the Series G Preferred Stock offered hereby (after deducting the underwriting discounts and commissions and estimated offering expenses) will be approximately \$144,975,000 (approximately \$166,766,250 if the underwriters exercise their over allotment option in full). The Issuer intends to use the net proceeds, including proceeds received by the underwriters of their option to purchase additional shares, for general corporate purposes, which may include but are not limited to: the redemption, in whole or in part of its 8.55% Series A Cumulative Preferred Stock or its 8.45% Series D Cumulative Preferred Stock; the acquisition of additional properties or hospitality-related investments, as suitable opportunities arise; capital expenditures; and/or the repayment of outstanding indebtedness.
- Joint Book-Running Managers:** Morgan Stanley & Co. LLC  
UBS Securities LLC
- Co-Managers:** Robert W. Baird & Co. Incorporated  
Canaccord Genuity Inc.  
Credit Agricole Securities (USA) Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
FBR Capital Markets & Co.  
Janney Montgomery Scott LLC  
JMP Securities LLC  
KeyBanc Capital Markets Inc.  
Sandler O'Neill & Partners, L.P.  
William Blair & Company, L.L.C.
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**Listing:** The Issuer intends to file an application to list the Series G Preferred Stock on the NYSE under the symbol AHTPrG.

**CUSIP/ISIN:** 044103 703 / US0441037035

**This communication is intended for the sole use of the person to whom it is provided by us. This communication does not constitute an offer to sell the Series G Preferred Stock and is not soliciting an offer to buy the Series G Preferred Stock in any jurisdiction where the offer or sale is not permitted.**

**The Issuer has filed a registration statement (including the preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the preliminary prospectus supplement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting: Morgan Stanley & Co. LLC toll-free at 1-866-718-1640 or email: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com); or UBS Securities LLC toll-free at 1-888-827-7275.**

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