

Ashford Inc.
Form 4
April 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bennett Monty J

(Last) (First) (Middle)
14185 DALLAS
PARKWAY, SUITE 1100
(Street)

DALLAS, TX 75254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ashford Inc. [AINC]

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 14,154 | D | |
| Common Stock | | | | | 115,477 | I | By MJB Investments LP |
| Common Stock | | | | | 53,726 | I | By Dartmore LP |
| Common Stock | | | | | 11,602 | I | By Reserve, LP IV |
| Common Stock | | | | | 7,763 | I | By Reserve, LP III |

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Common Stock 9,225 ⁽³⁾ I By Ashford Financial Corporation

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to purchase) | \$ 57.34 | 04/18/2017 | | A ⁽¹⁾ | | 50,000 | | 04/18/2020 | 04/18/2027 | Common Stock | 50,000 |
| Stock Options (right to purchase) | \$ 45.59 | | | | | | | 03/31/2019 | 03/31/2026 | Common Stock | 100,000 |
| Stock Options (right to purchase) | \$ 85.97 | | | | | | | 12/11/2017 | 12/11/2022 | Common Stock | 95,000 |
| Common Units ⁽²⁾ | \$ 0 ⁽²⁾ | | | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock ⁽²⁾ | 143.04 |
| Common Units ⁽²⁾ | \$ 0 ⁽²⁾ | | | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock ⁽²⁾ | 501.6 |
| Common Units ⁽²⁾ | \$ 0 ⁽²⁾ | | | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock ⁽²⁾ | 35.91 |
| Common Units ⁽²⁾ | \$ 0 ⁽²⁾ | | | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock ⁽²⁾ | 109.24 |
| Common Units ⁽²⁾ | \$ 0 ⁽²⁾ | | | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock ⁽²⁾ | 78.67 |

Common Units (2) \$ 0 (2) (2) (2) Common Stock (2) 93.18 (3)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bennett Monty J 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254 | X | | Chief Executive Officer | |

Signatures

/s/ MONTY J. BENNETT 04/19/2017

 Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The options were acquired from the Issuer in a grant under the Issuer's 2014 Incentive Plan.
- (2) Common units ("Common Units") in Ashford Hospitality Advisors LLC, the Issuer's operating subsidiary, owned by the Reporting Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock on a 1-for-1 basis. The Common Units have no expiration date.
- (3) Reflects the Reporting Person's pecuniary interest in such securities held directly by Ashford Financial Corporation, of which the Reporting Person is a shareholder. The Reporting Person disclaims any beneficial interest in any other Common Units or any shares of the Issuer's common stock (or securities convertible into shares of the Issuer's common stock) held directly or indirectly by Ashford Financial Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.