

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
June 16, 2008

**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): June 10, 2008**  
**ASHFORD HOSPITALITY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

MARYLAND

001-31775

86-1062192

(State of Incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification Number)

14185 Dallas Parkway, Suite 1100

Dallas, Texas

(Address of principal executive offices)

75254

(Zip code)

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

Check the appropriate 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 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

*(e) Compensatory Arrangements of Certain Officers*

On June 10, 2008, Ashford Hospitality Trust, Inc. (the Company ) held its Annual Meeting of Stockholders at which the Company s stockholders approved an amendment (the Amendment ) to the Amended and Restated 2003 Incentive Stock Plan of Ashford Hospitality Trust, Inc. (the Plan ). The Amendment increased the number of shares of Common Stock that may be issued under the Plan by 3,750,000 and eliminated the 450,000 share maximum limit on the number of shares of Common Stock that can be issued under the Plan to any one participant in any one calendar year.

The foregoing summary is qualified in its entirety by reference to the Plan and the Amendment.

---

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: June 16, 2008

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ David A. Brooks  
David A. Brooks  
Chief Legal Officer