

Extended Stay America, Inc.  
Form 8-K  
November 26, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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) November 26, 2014 (November 21, 2014)**

**EXTENDED STAY AMERICA, INC.**

**(Exact name of registrant as specified in its charter)**

|   |  |  |
|---|--|--|
| <b>Delaware</b><br><b>(State or other jurisdiction of</b> | <b>001-36190</b><br><b>(Commission</b> | <b>46-3140312</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation or organization)</b>                     | <b>File Number)</b>                    | <b>Identification Number)</b>                |
| <b>11525 N. Community House Road, Suite 100</b>           |  | <b>28277</b>                                 |

**Charlotte, North Carolina**  
**(Address of principal executive offices)** **(Zip code)**  
**Registrant's telephone number, including area code (980) 345-1600**

**ESH HOSPITALITY, INC.**

**(Exact name of registrant as specified in its charter)**

|   |  |  |
|---|--|--|
| <b>Delaware</b><br><b>(State or other jurisdiction of</b> | <b>001-36191</b><br><b>(Commission</b> | <b>27-3559821</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation or organization)</b>                     | <b>File Number)</b>                    | <b>Identification Number)</b>                |

**11525 N. Community House Road, Suite 100**

|   |                                   |
|---|-----------------------------------|
| <b>Charlotte, North Carolina</b><br><b>(Address of principal executive offices)</b> | <b>28277</b><br><b>(Zip code)</b> |
| <b>Registrant's telephone number, including area code (980) 345-1600</b>            |                                   |

Check the appropriate box below 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(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

Certain of the executive officers of Extended Stay America, Inc. (the Company) are party to employment agreements (the Executive Agreements) which were entered into between the executive and ESA Management, LLC, a wholly owned subsidiary of the Company, in each case, prior to the initial public offering of the Company and ESH Hospitality, Inc. As part of the Company's decision to transition away from the use of the Executive Agreements, the Company intends for ESA Management, LLC to provide each executive officer with an Executive Agreement notice of non-renewal no less than 90 days prior to the expiration of the employment term, pursuant to the terms of the respective Executive Agreement.

Each executive officer with an Executive Agreement has been informed of the Company's intent to transition away from the use of the Executive Agreements. As part of this transition, on November 21, 2014, ESA Management, LLC provided notice to James L. Donald, the Company's Chief Executive Officer, of its intent not to renew the employment term under his Executive Agreement, which will expire on February 20, 2015. The Company intends to provide similar notice to the remaining executive officers with Executive Agreements as their respective contracts expire.

Upon expiration of his Executive Agreement on February 20, 2015, Mr. Donald will become a participant in the Extended Stay America, Inc. Executive Severance Plan, which was adopted by the Compensation Committee of the Board of Directors of the Company on June 19, 2014, conditioned upon Mr. Donald's execution and delivery of a participation agreement.

SIGNATURE

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

EXTENDED STAY AMERICA, INC.

Date: November 26, 2014

By: /s/ Ross W. McCanless  
Name: Ross W. McCanless  
Title: Chief Legal Officer and General Counsel

ESH HOSPITALITY, INC.

Date: November 26, 2014

By: /s/ Ross W. McCanless  
Name: Ross W. McCanless  
Title: Chief Legal Officer