

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
April 29, 2011

**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): April 27, 2011**  
**ASHFORD HOSPITALITY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

MARYLAND  
(State of Incorporation)

001-31775  
(Commission File Number)

86-1062192  
(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))
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**Item 8.01. Other Events.**

Reference is hereby made to the registration statement of Ashford Hospitality Trust, Inc. (the Company ) on Form S-3 (File No. 333-162750), which became effective as of January 25, 2010, pursuant to which the Company registered the sale of debt and equity securities in accordance with the provisions of the Securities Act of 1933, as amended. Reference is also hereby made to the prospectus dated January 25, 2010 and the related prospectus supplement, which was filed with the Commission pursuant to Rule 424(b)(2) on April 14, 2011, with respect to the Company s 9.000% Series E Cumulative Preferred Stock (liquidation preference \$25.00 per share, par value \$0.01 per share) (the Series E Preferred Stock ).

On April 27, 2011, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC, for themselves and as representatives of the underwriters listed in Schedule I to the Underwriting Agreement, purchased an additional 350,000 shares of the Series E Preferred Stock upon partial exercise of the underwriters 450,000-share over-allotment option. Hogan Lovells US LLP issued an opinion with respect to the legality of the issuance and sale by the Company of the shares of Series E Preferred Stock to be sold pursuant to the partial exercise of the Underwriters over-allotment option, a copy of which is filed as Exhibit 5.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. Description

5.1 Opinion of Hogan Lovells US LLP, dated April 27, 2011, with respect to the legality of the shares of Series E Preferred Stock being issued.

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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: April 29, 2011

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ David A. Brooks  
David A. Brooks  
Chief Operating Officer and General  
Counsel