

ASHFORD HOSPITALITY TRUST INC

Form 8-K

December 10, 2018

UNITED STATES

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): December 10, 2018

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

001-31775 86-1062192

(Commission (IRS employer

File Number) 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 appropriated 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 14-a-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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 7.01 REGULATION FD DISCLOSURE.

On December 10, 2018, Ashford Hospitality Trust, Inc. (the “Company”) issued a press release announcing that its Board of Directors:

- a) declared a common stock dividend for the fourth quarter ending December 31, 2018, of \$0.12 per diluted share, payable January 15, 2019, to shareholders of record as of December 31, 2018;
- b) declared a dividend for the fourth quarter ending December 31, 2018, of \$0.5281 per diluted share, for the Company’s 8.45% Series D Cumulative Preferred Stock. This dividend is payable January 15, 2019, to shareholders of record as of December 31, 2018;
- c) declared a dividend for the fourth quarter ending December 31, 2018, of \$0.4609 per diluted share, for the Company’s 7.375% Series F Cumulative Preferred Stock. This dividend is payable January 15, 2019, to shareholders of record as of December 31, 2018;
- d) declared a dividend for the fourth quarter ending December 31, 2018, of \$0.4609 per diluted share, for the Company’s 7.375% Series G Cumulative Preferred Stock. This dividend is payable January 15, 2019, to shareholders of record as of December 31, 2018;
- e) declared a dividend for the fourth quarter ending December 31, 2018, of \$0.46875 per diluted share, for the Company’s 7.50% Series H Cumulative Preferred Stock. This dividend is payable January 15, 2019, to shareholders of record as of December 31, 2018; and
- f) declared a dividend for the fourth quarter ending December 31, 2018, of \$0.46875 per diluted share, for the Company’s 7.50% Series I Cumulative Preferred Stock. This dividend is payable January 15, 2019, to shareholders of record as of December 31, 2018.

The Board also approved the Company's dividend policy for 2019. The Company expects to pay a quarterly cash dividend of \$0.12 per share for 2019, or \$0.48 per share on an annualized basis. The Board will continue to review its dividend policy on a quarter-to-quarter basis. The adoption of a dividend policy does not commit the Board of Directors to declare future dividends or the amount thereof.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit

Number Exhibit Description

- 99.1 Press Release of the Company, dated December 10, 2018, furnished under Item 7.01, announcing the declaration of dividends

SIGNATURE

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

Dated: December 10, 2018

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ ROBERT G. HAIMAN

Robert G. Haiman

Executive Vice President, General Counsel & Secretary