

DiamondRock Hospitality Co
Form 8-K
January 08, 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):

January 8, 2018

DiamondRock Hospitality Company

(Exact name of registrant as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-32514
(Commission File Number)

20-1180098
(IRS Employer
Identification No.)

2 Bethesda Metro Center, Suite 1400

Bethesda, Maryland 20814

(Address of Principal Executive Offices) (Zip Code)

(240) 744-1150

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(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- ☐ 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))

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

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 2.02 Results of Operations and Financial Condition.

On January 8, 2018, DiamondRock Hospitality Company (the "Company") issued a press release announcing an update on its fourth quarter 2017 operations. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 8, 2018, the Company announced the departure of Sean M. Mahoney as the Company's Executive Vice President, Chief Financial Officer and Treasurer, effective March 31, 2018. Mr. Mahoney's departure is not related to any issues involving the Company's financial results, business practices, internal controls or financial reporting. Upon his departure, Mr. Mahoney will receive payments and benefits consistent with Section 3(b) of the Severance Agreement by and between Mr. Mahoney and the Company, dated March 9, 2007.

Item 7.01 Regulation FD Disclosure.

A copy of the press release issued by the Company to announce the update on its fourth quarter 2017 operations and the departure of Mr. Mahoney as discussed above is furnished as Exhibit 99.1 to this Current Report.

The information furnished pursuant to this Current Report, including Exhibit 99.1, shall not be deemed "filed" for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
99.1	<u>Press release dated January 8, 2018 and entitled "DiamondRock Announces CFO Transition & Provides Update on Fourth Quarter Operations"</u>

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.

DIAMONDROCK HOSPITALITY COMPANY

Date: January 8, 2018

By:

/s/ William J. Tennis
William J. Tennis
Executive Vice President, General Counsel and
Corporate Secretary