

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
September 02, 2010

**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): September 2, 2010**  
**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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On September 2, 2010, Ashford OP General Partner, LLC, a Delaware limited liability company, as general partner (the General Partner ) of Ashford Hospitality Limited Partnership, a Delaware limited partnership (the Partnership ), the operating partnership of Ashford Hospitality Trust, Inc., a Maryland corporation (the Company ) entered into that certain Amendment No. 4 to Third Amended and Restated Agreement of Limited Partnership of Ashford Hospitality Limited Partnership (the Amendment ), further amending the Third Amended and Restated Agreement of Limited Partnership of the Partnership (the Partnership Agreement ) for the purpose of providing for the issuance of special partnership units ( Special Partnership Units ). The Special Partnership Units will be equivalent to common units except that the Company will not have an option to satisfy any redemption rights exercised by a holder of Special Partnership Units through the issuance of Company common stock.

The foregoing summary is qualified in its entirety by reference to the Third Amended and Restated Agreement of Limited Partnership of Ashford Hospitality Limited Partnership, incorporated herein by reference to Exhibit 10.33.1.1 of the Company s Form 10-Q, filed on May 9, 2007, and the Amendment No. 4 to Third Amended and Restated Agreement of Limited Partnership of Ashford Hospitality Limited Partnership attached hereto as Exhibit 10.1 and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amendment No. 4 to Third Amended and Restated Agreement of Limited Partnership of Ashford Hospitality Limited Partnership |

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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: September 2, 2010

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General  
Counsel