

Extended Stay America, Inc.
Form 4
February 25, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dent John

(Last) (First) (Middle)

C/O EXTENDED STAY AMERICA, INC., 11525 N. COMMUNITY HOUSE ROAD, SUITE 100

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Extended Stay America, Inc. [STAY]

3. Date of Earliest Transaction (Month/Day/Year)

02/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price			
Paired Shares ⁽¹⁾	02/24/2016		A ⁽²⁾	8,475	A	\$ 0 14,529	D	
Paired Shares ⁽¹⁾	02/24/2016		A ⁽³⁾	1,475	A	\$ 0 16,004	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dent John C/O EXTENDED STAY AMERICA, INC. 11525 N. COMMUNITY HOUSE ROAD, SUITE 100 CHARLOTTE, NC 28277			See Remarks	

Signatures

/s/ Christopher Dekle, Attorney-in-Fact for John R. Dent 02/25/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Paired Share is comprised of one share of common stock, par value \$0.01 per share, of Extended Stay America, Inc. and one share of Class B common stock, par value \$0.01 per share, of ESH Hospitality, Inc., which shares are paired and traded as a single unit. A Form 4 reflecting the transactions in Paired Shares by the reporting person shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.
- (2) The reported transaction is an award of Restricted Stock Units in respect of Paired Shares. Subject to the reporting person's continued employment through the applicable vesting date, these Restricted Stock Units are scheduled to vest annually over a three-year period such that one-third of the Restricted Stock Units will vest on each of March 12, 2017, March 12, 2018 and March 12, 2019. Vested Restricted Stock Units will be settled in Paired Shares on March 15th next following the applicable vesting date (or, in any year when the 15th of March falls on a non-business day, the business day immediately prior to such date).
- (3) The reported transaction is the grant of performance-vesting Restricted Stock Units which vested based on the achievement of a cumulative EBITDA target for the 2015 calendar year.

Remarks:

Mr. Dent is the General Counsel and Corporate Secretary of Extended Stay America, Inc. and ESH Hospitality, Inc.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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