

DiamondRock Hospitality Co  
Form 8-K  
January 20, 2011

**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 18, 2011**

**DiamondRock Hospitality Company**

(Exact name of registrant as specified in its charter)

**Maryland**

**001-32514**

**20-1180098**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3 Bethesda Metro Center, Suite 1500  
Bethesda, MD**

**20814**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(240) 744-1150**

(Former name or former address, if changed since last report.)

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:

- 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.**

On January 18, 2011, DiamondRock Hospitality Company (the Company ) and DiamondRock Hospitality Limited Partnership entered into a Purchase Agreement (the Purchase Agreement ) with Goldman, Sachs & Co. (the Underwriter ), relating to the issuance and sale of 11,000,000 shares (the Initial Shares ) of the Company s common stock, par value \$.01 per share (the Common Stock ). The Company has granted the Underwriter a 30-day option to purchase an additional 1,650,000 shares of Common Stock (together with the Initial Shares, the Shares ), at the same price per share paid to the Company for the Initial Shares. The public offering price of the Shares is \$12.15 per share. The closing of the offering, which is subject to customary closing conditions, is expected to occur on January 21, 2011.

The Shares will be issued pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-161298), which was effective upon filing with the Securities and Exchange Commission on August 12, 2009.

The Purchase Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description of the material terms of the Purchase Agreement is qualified in its entirety by reference to such exhibit. For a more detailed description of the Purchase Agreement, see the disclosure under the caption Underwriting contained in the Company s Prospectus Supplement, dated January 18, 2011, which has been filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated by reference.

In connection with the filing of the purchase agreement, the Company is filing as Exhibit 5.1 and Exhibit 8.1 hereto opinion of its counsel, Goodwin Procter LLP.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

- 1.1 Purchase Agreement, dated January 18, 2011, by and among DiamondRock Hospitality Company, DiamondRock Hospitality Limited Partnership and Goldman, Sachs & Co.
  - 5.1 Opinion of Goodwin Procter LLP with respect to the legality of the shares
  - 8.1 Opinion of Goodwin Procter LLP with respect to certain tax matters
  - 23.1 Consent of Goodwin Procter LLP (included in Exhibit 5.1 and Exhibit 8.1)
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**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 20, 2011

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

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EXHIBIT INDEX

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