

Extended Stay America, Inc.
Form 8-K
March 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) March 10, 2017 (March 6, 2017)

EXTENDED STAY AMERICA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36190
(Commission
File Number)

46-3140312
(I.R.S. Employer
Identification Number)

11525 N. Community House Road, Suite 100

28277

Charlotte, North Carolina
(Address of principal executive offices) **(Zip code)**
Registrant's telephone number, including area code (980) 345-1600

ESH HOSPITALITY, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-36191 (Commission File Number)	27-3559821 (I.R.S. Employer Identification Number)
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11525 N. Community House Road, Suite 100

Charlotte, North Carolina (Address of principal executive offices) Registrant's telephone number, including area code (980) 345-1600	28277 (Zip code)
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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))

Item 8.01 Other Events.

On March 6, 2017, Extended Stay America, Inc. and ESH Hospitality, Inc. (collectively, the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with the selling stockholders listed on Schedule 2 thereto (collectively, the Selling Stockholders) and Credit Suisse Securities (USA) LLC and Barclays Capital Inc. (the Underwriters), relating to the sale by the Selling Stockholders of 25,000,000 shares (the Shares) of paired common stock, each 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 are attached and trade together (each, a Paired Share). The offering of the Shares closed on March 10, 2017. The Company did not sell any Shares in the offering or receive any proceeds from the offering.

The offering described in this Current Report on Form 8-K was made pursuant to the Company s automatic shelf registration statement on Form S-3 (File No. 333-204781), filed on June 5, 2015, as supplemented by the prospectus supplement dated March 6, 2017.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company and Selling Stockholders. It also provides for customary indemnification of the Underwriters by each of the Company and the Selling Stockholders for certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Underwriting Agreement, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. In connection with the filing of the Underwriting Agreement, the Company is filing a tax opinion of its counsel, Fried, Frank, Harris, Shriver & Jacobson LLP, as Exhibit 8.1 hereto, which is incorporated by reference in its entirety to the Registration Statement.

In addition, the previously disclosed Company share repurchase closed on March 10, 2017. The Company repurchased 625,000 Paired Shares from the Selling Stockholders for approximately \$10.4 million pursuant to that certain share repurchase agreement, dated March 1, 2017, by and among the Company and the Selling Stockholders. The share repurchase was funded from cash on hand.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
1.1	Underwriting Agreement, dated as of March 6, 2017, by and among Extended Stay America, Inc., ESH Hospitality, Inc., the selling stockholders named therein and Credit Suisse Securities (USA) LLC and Barclays Capital Inc.
8.1	Tax Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 8.1).

SIGNATURES

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

EXTENDED STAY AMERICA, INC.

Date: March 10, 2017

By: /s/ John R. Dent
Name: John R. Dent
Title: General Counsel

ESH HOSPITALITY, INC.

Date: March 10, 2017

By: /s/ John R. Dent
Name: John R. Dent
Title: General Counsel

EXHIBIT INDEX

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