

DiamondRock Hospitality Co  
Form 8-K  
May 27, 2010

**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):**

**May 25, 2010  
DiamondRock Hospitality Company  
(Exact name of registrant as specified in charter)**

**Maryland**

**001-32514**

**20-1180098**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**6903 Rockledge Drive, Suite 800  
Bethesda, MD 20817**

(Address of Principal Executive Offices) (Zip Code)

**(240) 744-1150**

(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))

**ITEM 8.01. OTHER EVENTS.**

On May 25, 2010, DiamondRock Hospitality Company (the Company ) and DiamondRock Hospitality Limited Partnership entered into a Purchase Agreement (the Purchase Agreement ) with Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named on Schedule A to the Purchase Agreement (the Underwriters ), relating to the issuance and sale of 20,000,000 shares of the Company s common stock, par value \$.01 per share (the Common Stock ) at a public offering price of \$8.40 per share. Pursuant to the Purchase Agreement, the Company granted the Underwriters an option to purchase up to 3,000,000 additional shares of Common Stock to cover overallocments. On May 26, 2010, the Underwriters exercised their option to purchase an additional 3,000,000 shares. The closing of the offering, which is subject to customary closing conditions, is expected to occur on May 28, 2010.

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 May 25, 2010, 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 opinions of its counsel, Goodwin Procter LLP.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

- 1.1 Purchase Agreement, dated May 25, 2010, by and among DiamondRock Hospitality Company, DiamondRock Hospitality Limited Partnership, and Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
  - 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: May 27, 2010

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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