Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting	lssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
DiamondRock Hospitality				20-1180098
3 Name of contact for add	ditional information	4 Telephone	e No. of contact	5 Email address of contact
Briony R. Quinn, SVP & Tr			240-744-1150	briony.quinn@drhc.com
6 Number and street (or F	O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and ZIP code of contact
2 Bethesda Metro Center,	14th Floor	0 01	firsting and description	Bethesda, MD 20814
8 Date of action		9 Classi	fication and description	
January 12, 2017		Common	Stock, \$0.01 par value	
January 12, 2017 10 CUSIP number	11 Serial number(12 Ticker symbol	13 Account number(s)
252784301	N/A		DRH	N/A
				See back of form for additional questions.
•				ate against which shareholders' ownership is measured for
				\$0.066968 per share on January 12, 2017 to each of its
common stock shareholde	ers of record on Dec	cember 30, 20	16.	
15 Describe the quantitat	ive effect of the orga	nizational acti	on on the basis of the secu	urity in the hands of a U.S. taxpayer as an adjustment per
				by DiamondRock Hospitality Company is not taxable as a
				2) ("return of capital"). The return of capital on a per share
				DiamondRock Hospitality Company is decreased by the
				or the shareholder's tax basis in such common stock.
	ū		• • •	ulation, such as the market values of securities and the
				distributions made by DiamondRock Hospitality Company
				's 2017 current earnings and profits determined under
				ing the calendar year were \$88,491,670 and the 2017
				sulting in a total return of capital for the tax year 2017
		n stock in the	amount of \$3,031,485. A	Accordingly, the return of capital percentage is 3.4257%
(\$3,031,485 / \$88,491,670 =	3.4257%).			

Par	t II	Organizational Action (continued)		
17		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶	Sections	301, 312 and 316.
18	Can any	resulting loss be recognized? ► No loss can be recognized as a result of the cash distributions to the cash distributions	the commo	n stock
	eholders			
	Provide	any other information necessary to implement the adjustment, such as the reportable tax year ▶ <u>The rep</u>	orting tax y	ear is the 2017
calei	idai yea			
	Unde	penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, a	and to the bes	t of my knowledge and
٠.	- 1	it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prepare	er nas any kno	wieage.
Sign	ויַ	RN -: 31.11	1 8	
Here	Signa	ture▶	0	
		Notice District Distr	activar.	
		rour name ► Briony R. Quinn Print/Type preparer's name Preparer's signature Preparer's signature Date		PTIN
Paid		Time type prepared share	Check if self-employed	P01443847
	parer	Firm's name Frnst & Young U.S. LLP	Firm's EIN ▶	34-6565596
use	Only		Phone no.	(703) 747-1000

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► See separate instructions.

Part I Reporting	ı İssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
DiamondDock Hospitalit	v Company			20-1180098
3 Name of contact for a		4 Telephor	ne No. of contact	5 Email address of contact
Briony R. Quinn, SVP &	Treasurer		240-744-1150	briony.quinn@drhc.com
6 Number and street (or	P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of contact
2 Bethesda Metro Center	, 14th Floor			Bethesda, MD 20814
8 Date of action		9 Clas	sification and description	
. =			. Charle 40 01 Ferrusia	
April 12, 2017 10 CUSIP number	11 Serial number		n Stock, \$0.01 par value 12 Ticker symbol	13 Account number(s)
10 Ooon namber	Tr ocharnamber	(5)	Te Hokor cymbol	(0)
252784301	N/A		DRH	N/A
		ch additiona		ee back of form for additional questions.
				te against which shareholders' ownership is measured for
				0.125000 per share on April 12, 2017 to each of its
common stock sharehol				
•				ity in the hands of a U.S. taxpayer as an adjustment per
				y DiamondRock Hospitality Company is not taxable as a
				("return of capital"). The return of capital on a per share
				amondRock Hospitality Company is decreased by the
lesser of the amount of t	he shareholder's sha	re of the retu	urn of capital distributions of	or the shareholder's tax basis in such common stock.
	at the first term of the first		-1	ation are been the more than the order of accomplished and the
				ation, such as the market values of securities and the
				istributions made by DiamondRock Hospitality Company
				2017 current earnings and profits determined under
				g the calendar year were \$88,491,670 and the 2017
				ulting in a total return of capital for the tax year 2017
		n Stock in th	e amount of \$3,031,485. AC	coordingly, the return of capital percentage is 3.4257%
(\$3,031,485 / \$88,491,670	= 3.423/70).			

Part	: 11	Organizational Action (continued)		
	-	applicable Internal Revenue Code section(s) and subsection(s)	upon which the tax treatment is based ▶	Sections 301, 312 and 316.
e.				
			The section was a second section of the section of	
18 (share)		y resulting loss be recognized? ► No loss can be recognized.	as a result of the cash distributions to	the common stock
19 F		any other information necessary to implement the adjustment,	such as the reportable tax year ▶ The rep	porting tax year is the 2017
		r penalties of perjury, I declare that I have examined this return, including it is true, correct, and complete. Declaration of preparer (other than of		
Sign		1200	01.1	
Here	Sign	ature >		18
				-
	Drint	your name ► Briony R. Quinn	Title ► SVP & Trea	asurer
	_ rint	Print/Type preparer's name Preparer's signature	Date	DTIN
Paid				Sheck [] If
Prep	arer	Brian M. Lynch		self-employed P01443847
Use		Firm's name ► Ernst & Young U.S. LLP		Firm's EIN ► 34-6565596
		Firm's address ► 1775 Tysons Blvd. Tysons, VA 22102		Phone no. (703) 747-1000
Send F	orm 8	37 (including accompanying statements) to: Department of the	Treasury, Internal Revenue Service, Ogde	n, UT 84201-0054

Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting I	ssuer						
1 Issuer's name				2 Issuer's employer identification number (EIN)			
				00.44.00000			
DiamondRock Hospitality (3 Name of contact for add		4 Tolophon	e No. of contact	20-1180098 5 Email address of contact			
3 Name of contact for add	illional information	4 releption	e No. of contact	5 Email address of contact			
Briony R. Quinn, SVP & Tr	asurer		240-744-1150	briony.quinn@drhc.com			
6 Number and street (or P	.O. box if mail is not	delivered to s		7 City, town, or post office, state, and ZIP code of conta			
,							
2 Bethesda Metro Center,	4th Floor			Bethesda, MD 20814			
8 Date of action		9 Class	sification and description				
July 12, 2017	44 0 1-1		Stock, \$0.01 par value	13 Account number(s)			
10 CUSIP number	11 Serial number((S)	12 Ticker symbol	13 Account number(s)			
252704201	N/A		DRH	N/A			
252784301 Part II Organization		ch additional		See back of form for additional questions.			
				late against which shareholders' ownership is measured for			
				\$0.125000 per share on July 12, 2017 to each of its			
common stock shareholde							
15 Describe the quantitat	ive effect of the orga	anizational act	ion on the basis of the secu	urity in the hands of a U.S. taxpayer as an adjustment per			
				by DiamondRock Hospitality Company is not taxable as a			
dividend under Section 30	1(c)(1), but is appli	ed against ba	sis under Section 301(c)(2	(2) ("return of capital"). The return of capital on a per sha			
				DiamondRock Hospitality Company is decreased by the			
lesser of the amount of the	shareholder's sha	re of the retu	ırn of capital distributions	s or the shareholder's tax basis in such common stock.			
	1						
16 Describe the calculation	on of the change in I	oasis and the	data that supports the calcu	culation, such as the market values of securities and the			
				distributions made by DiamondRock Hospitality Compan			
				's 2017 current earnings and profits determined under			
Sections 312 and 316. The	total cash distribu	itions on the	common stock made duri	ing the calendar year were \$88,491,670 and the 2017			
current earnings and profit	s, attributable to th	ne common s	tock, were \$85,460,185 res	esulting in a total return of capital for the tax year 2017			
attributable to all sharehol	ders of the commo	n stock in the	e amount of \$3,031,485. A	Accordingly, the return of capital percentage is 3.4257%			
(\$3,031,485 / \$88,491,670 =	(\$3,031,485 / \$88,491,670 = 3.4257%).						

Par	t II	Organizational Action (conti	nued)		
			section(s) and subsection(s) upon which the tax to	reatment is based ▶	Sections 301, 312 and 316.
18	Can ar	v resulting loss be recognized?	No loss can be recognized as a result of the ca	ash distributions to	the common stock
	holder		to 1033 can be recognized as a result of the oc		the deminent steem
SHUIC	1101401				
19	Provid	any other information necessary to	implement the adjustment, such as the reportab	le tax year > The rep	porting tax year is the 2017
	dar ye		, , , , , , , , , , , , , , , , , , , ,		
-	,,,,				
-	Unc	er penalties of periury. I declare that I ha	ve examined this return, including accompanying sche	dules and statements, a	and to the best of my knowledge and
	beli	of, it is true, correct, and complete. Declar	ation of preparer (other than officer) is based on all info	rmation of which prepar	er has any knowledge.
Sign					
Here	.	ature >		Date ▶3[/ [1	8
	Prin	your name ► Briony R. Quinn		Title ► SVP & Trea	
Paid	1	Print/Type preparer's name	Preparer's signature		Check if PTIN
	parei	Brian M. Lynch	Busin Lynch	03/12/18	self-employed P01443847
	Only	Firm's name ► Ernst & Young l			Firm's EIN ▶ 34-6565596
		Firm's address ► 1775 Tysons Blv			Phone no. (703) 747-1000
Send	Form 8	937 (including accompanying staten	nents) to: Department of the Treasury, Internal Re	evenue Service, Ogde	en, UT 84201-0054

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Part I Reporting I	ssuer						
1 Issuer's name				2 Issuer's employer identification number (EIN)			
DiamondRock Hospitality	Company			20-1180098			
3 Name of contact for add	ditional information	4 Telephon	e No. of contact	5 Email address of contact			
Briony R. Quinn, SVP & Tr	easurer		240-744-1150	briony.quinn@drhc.com			
6 Number and street (or P		delivered to s	street address) of contact	7 City, town, or post office, state, and ZIP code of contact			
2 Bethesda Metro Center,	14th Floor			Bethesda, MD 20814			
8 Date of action		9 Class	sification and description				
October 12, 2017			Stock, \$0.01 par value	140 (1)			
10 CUSIP number	11 Serial number(S)	12 Ticker symbol	13 Account number(s)			
050704004	21/2		DDII	N/A			
252784301 Part II Organization	N/A	h additional	Statements if needed. See hi	N/A ack of form for additional questions.			
				ainst which shareholders' ownership is measured for			
				5000 per share on October 12, 2017 to each of its			
common stock shareholde				1000 per share on october 12, 2017 to each of its			
COMMON SLOCK SHAREHOIDE	is of record off Sep	itember 23, 2	017.				
15 Describe the quantitat	ive effect of the orga	nizational act	ion on the basis of the security in	the hands of a U.S. taxpayer as an adjustment per			
	_			amondRock Hospitality Company is not taxable as a			
				turn of capital"). The return of capital on a per share			
				ndRock Hospitality Company is decreased by the			
				e shareholder's tax basis in such common stock.			
lesser of the amount of the	Silai erioluei 3 Sila	ie or the retu	The capital distributions of the	c shareholder s tax basis in sach common stock.			
16 Describe the calculation	on of the change in h	asis and the	data that supports the calculation	n, such as the market values of securities and the			
	=			putions made by DiamondRock Hospitality Company			
				7 current earnings and profits determined under			
				e calendar year were \$88,491,670 and the 2017			
				g in a total return of capital for the tax year 2017			
				lingly, the return of capital percentage is 3.4257%			
1/4	(3)	1 Stock III till	Cambully of Wayou 1, 400. 7400010	angui and received or capital percentage to 0.720770			
(40,001,700 / \$00,401,070 =	<u>(\$3,031,485 / \$88,491,670 = 3.4257%).</u>						

Part		Organizational Action (continued	4)		
			on(s) and subsection(s) upon which the tax tr	eatment is based ▶	Sections 301, 312 and 316.
			ss can be recognized as a result of the ca	sh distributions to	the common stock
shareh	olders				
			ement the adjustment, such as the reportab	e tax year ► The re	porting tax year is the 2017
calend	ar yeai				
	Unde belief	penalties of perjury, I declare that I have exait is true, correct, and complete. Declaration	amined this return, including accompanying scheoof preparer (other than officer) is based on all infor	dules and statements, mation of which prepar	and to the best of my knowledge and er has any knowledge.
Sign Here	Signa	ture P		Date ▶3(•	18
	Desire 4	your name ► Briony R. Quinn		Title ► SVP & Tre	asurer
Paid	Print	Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prepa	arer	Brian M. Lynch	Busin Lynch	03/12/18	self-employed P01443847
Use (Firm's name ► Ernst & Young U.S. L Firm's address ► 1775 Tysons Blvd. T			Firm's EIN ► 34-6565596 Phone no. (703) 747-1000
Send F	orm 89) to: Department of the Treasury, Internal Re		