## Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

#### Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

P	art 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 additional information 4 Telephone No. of contact			5 Email address of contact					
Sea	an M. Mahoney, CFO			240-744-1150	sean.mahoney@drhc.com			
		O. box if mail is not	delivered to s	street address) of contact	7 City, town, or post office, state, and Zip code of contact			
_	ethesda Metro Center, S	Suite 1500			Bethesda, MD 20814			
8	Date of action		9 Class	ification and description				
04/	10/2014		Commor	Stock, \$0.01 par value				
	CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)			
		1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1	( · /					
	252784 and U25268	N/A		DRH	N/A			
P					See back of form for additional questions.			
14		tional action and, if a	applicable, the	date of the action or the d	ate against which shareholders' ownership is measured for			
0:-	the action >	<u> </u>	1 1 1 1 1 1	5.00.4005				
	ord on March 31, 2014.	Company made a c	ash distribut	on of \$0.1025 per share o	on April 10, 2014 to each of its common stockholders of			
160	ord off Warch 31, 2014.		W/		3300000			
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			W					
_				1 Sec. 10 10 10 10 10 10 10 10 10 10 10 10 10				
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15	Describe the quantitat	tive effect of the ora:	anizational act	ion on the basis of the secu	urity in the hands of a U.S. taxpayer as an adjustment per			
	share or as a percenta		arrizational doc	1011 011 1110 00010 01 1110 0001	any in the hartes of a c.o. taxpayor as an adjustment por			
Ap	ortion of the cash distr	ibution made by Di	amondRock I	Hospitality Company is no	ot taxable as a dividend under Section 301(c)(1), but is			
					pital on a per share basis is \$0.027647. As such, each			
sto	ockholder's tax basis in	the common stock	of DiamondF	ock Hospitality Company	is decreased by the lesser of the amount of the stock-			
hol	lder's share of the retur	n of capital distribu	itions or the s	stockholder's tax basis in	such common stock.			
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16	Describe the calculation	on of the change in	basis and the	data that supports the calc	ulation, such as the market values of securities and the			
	valuation dates ▶		40-2					
The	e change in basis was o	determined by com	paring the ca	sh distributions made by	DiamondRock Hospitality Company during the 2014			
cal	endar year to the amou	nt of DiamondRock	( Hospitality (	Company's 2014 current e	earnings and profits determined under Sections 312 and			
316	6. The total cash distrib	outions on the com	mon shares n	nade during the calendar	year were \$76,790,400 and the 2014 current earnings			
					14 attributable to all of the common stockholders in the			
am	nount of \$20,712,988. A	ccordingly, the retu	ırn of capital	percentage is 26.973% (\$2	20,712,988 / \$76,790,400 = 26.973%).			
-	——————————————————————————————————————			<u> </u>				
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		v. 12-2011)				Page <b>2</b>
Part I		Organizational Action (continued)				
		applicable Internal Revenue Code section(s) and subsection(s)	upon which the tax trea	atment	is based ▶	
Section	s 301	, 312 and 316.				W- 5
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				***	35	
			15.63%			
		y resulting loss be recognized? ▶				
No loss	can t	be recognized as a result of the cash distributions to the co	ommon stockholders.			
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		any other information necessary to implement the adjustment	, such as the reportable	tax yea	ar ▶	3.0
The rep	orting	g tax year is the 2014 calendar year.		0.0000		
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	Unde	er penalties of perjury, I declare that I have examined this return, include	ling accompanying schedu	les and	statements,	and to the best of my knowledge and
	belie	f, it is true, correct, and complete. Declaration of preparer (other than o	ficer) is based on all inform	nation of	which prepa	arer has any knowledge.
Sign		$\mathcal{N}(M) \setminus \mathcal{N}$				
Here	Signa	ature ▶		Date ►	3/6/1	Γ
	Print	your name ► Sean M. Mahoney			CFO	
Paid		Print/Type preparer's name  Preparer's signature	0001	Date	77/45	Check if PTIN
Prepa		Scott A. Riddell	neither	02/2	27/15	self-employed P00642363
Use C	Only					Firm's EIN ▶ 34-6565596
Cand F	0.000 O.0	Firm's address ► 8484 Westpark Drive, McLean, VA 22102	a Transport Late 15		'aniaa Oa	Phone no. (703) 747-1000

# Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Pa	rt l Report	ing Issuer			
1	Issuer's name				2 Issuer's employer identification number (EIN)
Dian	nondRock Hospit	tality Company			20-1180098
3	Name of contact f	or additional information	4 Telephon	e No. of contact	5 Email address of contact
Sear	n M. Mahoney, CF	0		240-744-1150	sean.mahoney@drhc.com
			t delivered to	street address) of contact	7 City, town, or post office, state, and Zip code of contact
3 Be	ethesda Metro Ce	nter, Suite 1500			Bethesda, MD 20814
8	Date of action		9 Class	sification and description	
07/1	0/2014		Commo	n Stock, \$0.01 par value	
10	CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)
2	252784 and U2526	68 N/A		DRH	N/A
Pa	rt II Organi	zational Action Atta	ch additiona	statements if needed.	See back of form for additional questions.
14	Describe the org the action ▶	ganizational action and, if	applicable, the	e date of the action or the	date against which shareholders' ownership is measured for
Dian	mondRock Hospit	tality Company made a	cash distribut	ion of \$0.1025 per share	on July 10, 2014 to each of its common stockholders of
reco	ord on June 30, 20	014.			
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15		antitative effect of the org	janizational ac	tion on the basis of the sec	curity in the hands of a U.S. taxpayer as an adjustment per
A po	ortion of the cash	distribution made by D	iamondRock	Hospitality Company is r	not taxable as a dividend under Section 301(c)(1), but is
appl	lied against basis	s under Section 301(c)(2	) ("return of c	apital"). The return of ca	pital on a per share basis is \$0.027647. As such, each
stoc	kholder's tax bas	sis in the common stock	of Diamond	Rock Hospitality Compan	y is decreased by the lesser of the amount of the stock-
holo	der's share of the	return of capital distrib	utions or the	stockholder's tax basis i	n such common stock.
-		. 180.00			
16	Describe the cal		basis and the	data that supports the cal	culation, such as the market values of securities and the
The	change in basis	was determined by com	paring the ca	sh distributions made by	DiamondRock Hospitality Company during the 2014
cale	endar year to the	amount of DiamondRoc	k Hospitality	Company's 2014 current	earnings and profits determined under Sections 312 and
316.	. The total cash o	distributions on the com	mon shares r	nade during the calenda	year were \$76,790,400 and the 2014 current earnings
			6 2 3 10		014 attributable to all of the common stockholders in the
amo	ount of \$20,712,98	88. Accordingly, the ret	urn of capital	percentage is 26.973% (S	\$20,712,988 / \$76,790,400 = 26.973%).
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8					

Part II		Organizational Action (continued	)			
<b>17</b> Lis	t the	applicable Internal Revenue Code section	n(s) and subsection(s) up	oon which the tax tr	eatment is based >	
Sections	301,	312 and 316.				
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	is - 1675-07				90.0	
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		resulting loss be recognized? ▶		9.40.		
No loss	can b	be recognized as a result of the cash d	istributions to the com	mon stockholders		
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9 0 10					91.	
40 D.						
		any other information necessary to imple	ement the adjustment, s	uch as the reportab	ie tax year ▶	
The rep	orting	tax year is the 2014 calendar year.				
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-	Linds	er penalties of perjuty, I declare that I have exa	aminad this return, including	a accompanying scho	dulas and statements	and to the heat of my knowledge, an
		f, it is true, correct, and complete. Declaration				
Sign		10.06				
Here	Cina				Date 5 1 (1.1)	-
	Signa	ature •			Date ▶ <u>3/4/1</u>	1
	D.: .	Scan M. Make			Title N OFO	
	Print	your name ► Sean M. Mahoney  Print/Type preparer's name	Preparer's signature		Title ► CFO Date	Charle T if PTIN
Paid			1 reparer s signature	0001	02/27/15	Crieck   II
Prepa		Scott A. Riddell	10200	excery"	02121113	self-employed P00642363
Use C	only	Firm's name Frnst & Young U.S. L				Firm's EIN ▶ 34-6565596
Cond Ca	vem Of	Firm's address   8484 Westpark Drive		Francisco Internal Po	overno Condos On	Phone no. (703) 747-1000

Page 2

## Form **8937**

(December 2011) Department of the Treasury Internal Revenue Service

#### Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting I	ssuer		A STATE OF THE STA		
1 Issuer's name			100	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	
Sean M. Mahoney, CFO			240-744-1150	sean.mahoney@drhc.com	
6 Number and street (or P	.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	
3 Bethesda Metro Center,	Suite 1500	1 0		Bethesda, MD 20814	
8 Date of action		9 Class	ification and description		
10/10/2014		Common	Stock \$0.01 pervelve		
10 CUSIP number	11 Serial number(s		Stock, \$0.01 par value  12 Ticker symbol	13 Account number(s)	
		-7	la manarayaa	7 Account Hamber(e)	
252784 and U25268	N/A		DRH	N/A	
Part II Organization	onal Action Attac	h additional	statements if needed. Se	e back of form for additional questions.	
14 Describe the organiza	tional action and, if a	pplicable, the	date of the action or the date	against which shareholders' ownership is measured for	
the action ▶					
DiamondRock Hospitality	Company made a ca	ash distributi	on of \$0.1025 per share on	October 10, 2014 to each of its common stockholders	
of record on September 30	), 2014.				
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		nizational acti	ion on the basis of the securi	ty in the hands of a U.S. taxpayer as an adjustment per	
share or as a percenta					
				taxable as a dividend under Section 301(c)(1), but is	
				al on a per share basis is \$0.027647. As such, each	
				s decreased by the lesser of the amount of the stock-	
Holder's share of the retur	ir or capital distribu	dons of the s	tockholder's tax basis in su	acti common stock.	
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				the state of the s	
	on of the change in b	asis and the o	data that supports the calcula	ation, such as the market values of securities and the	
valuation dates ▶					
				amondRock Hospitality Company during the 2014	
				nings and profits determined under Sections 312 and	
				ear were \$76,790,400 and the 2014 current earnings	
				attributable to all of the common stockholders in the .712,988 / \$76,790,400 = 26.973%).	
unount of \$20,712,300. At	cordingly, the retur	ii oi capital j	Jercentage 15 20.9/3% (\$20,	1112,3001 \$10,130,400 = 20.313%).	
	0.000				

		. 12-2011)	Page 2
Part I		Organizational Action (continued)	
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶	
Section	s 301,	, 312 and 316.	
2" 14	- 4		
			788(1) 407
		resulting loss be recognized? ▶	
No loss	cant	pe recognized as a result of the cash distributions to the common stockholders.	
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10 D	ravida	any other information processors to implement the adjustment, such as the consutable to use a	
		any other information necessary to implement the adjustment, such as the reportable tax year ▶	
The rep	or tiriç	tax year is the 2014 Calendar year.	
			3 40 400
-			
	Linda	er penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the	host of my knowledge, and
	belief	f, it is true, correct and complete. Declaration of preparer (other than officer) is based on all information of which preparer has an	y knowledge.
Sign		Mall,	
Here	Signa	ature ▶	
	0.9.10		
	Print	your name ► Sean M. Mahoney Title ► CFO	
Paid		Print/Type preparer's name Preparer's signature Date Check F	7 if PTIN
Prepa	arer	Scott A. Riddell 02/27/15 Self-emp	
Use (		Firm's name ► Ernst & Young U.S. LLP Firm's El	
	y	Firm's address ▶ 8484 Westpark Drive, McLean, VA 22102 Phone no	
Cand F.		227 (including accompanying statements) to Department of the Transport Internal Decree Control Of the UT	1001 0051

## Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Reporting	Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
DiamondRock Hospitality	/ Company			
3 Name of contact for a		4 Telephor	ne No. of contact	20-1180098  5 Email address of contact
				5 Email address of contact
Sean M. Mahoney, CFO			240-744-1150	coop make a City
6 Number and street (or	P.O. box if mail is not	delivered to	street address) of contact	sean.mahoney@drhc.com
			5. 55. dad. 555, 5. 55. last	7 City, town, or post office, state, and Zip code of contact
3 Bethesda Metro Center,	Suite 1500			Destruction MD cooks
8 Date of action		9 Class	sification and description	Bethesda, MD 20814
			and decemption	
01/10/2014		Commo	n Stock, \$0.01 par value	
10 CUSIP number	11 Serial number(s		12 Ticker symbol	13 Account number(s)
	1	M.	12 Honor Symbol	13 Account number(s)
252784 and U25268	N/A		DRH	5.75
		h additiona	statements if needed See	e back of form for additional questions.
14 Describe the organiza	ational action and if a	policable the	data of the action on the state	back of form for additional questions.
the action ▶	ational action and, if a	pplicable, the	date of the action or the date	e against which shareholders' ownership is measured for
DiamondRock Hospitality	Company made a co	och dietribut	ion of the cor	
of record on December 31	20112	asii distribut	ion of \$0.085 per share on Ja	anuary 10, 2014 to each of its common stockholders
er receita en beccinber 5	1, 2013.			
		-		
15 Describe the quantita	tive effect of the organ	nizational act	ion on the basis of the security	in the hands of a U.S. taxpayer as an adjustment per
share or as a percent	age of old basis ▶		on on the basis of the security	in the hallds of a 0.5. taxpayer as an adjustment per
		mandDook I	loonitelity Or	
annlied against basis und	or Section 201(a)(2)	"Indiana CK F	ospitality Company is not ta	axable as a dividend under Section 301(c)(1), but is
stockholder's too basis und	er Section 301(c)(2) (	return of ca	apital"). The return of capital	I on a per share basis is \$0.022927. As such, each
Stockholder 5 tax basis ill	the common stock of	of DiamondR	ock Hospitality Company is	decreased by the lesser of the amount of the stock
holder's share of the retur	n of capital distribut	ions or the s	tockholder's tax basis in suc	ch common stock.
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46 6 " "				
16 Describe the calculation	on of the change in ba	sis and the d	lata that supports the calculati	on, such as the market values of securities and the
valuation dates				
The change in basis was o	letermined by compa	ring the cas	h distributions made by Diar	mondRock Hospitality Company during the 2014
calendar year to the amou	nt of DiamondRock H	Hospitality C	ompany's 2014 current earni	ings and profits determined under Sections 312 and
316. The total cash distrib	utions on the commo	on shares m	ade during the calendar year	r were \$76,790,400 and the 2014 current earnings
and profits were \$56,077.4	12, resulting in a tota	al return of c	anital for the tay year 2014 or	ttributable to all of the common stockholders in the
amount of \$20 712 988 Ac	cordingly the return	of capital p	organicas is 20 0720/ /than 7	ttributable to all of the common stockholders in the
2.10 01 420,112,300. AC	cordingly, the return	or capital p	ercentage is 26.973% (\$20,7°	12,988 / \$76,790,400 = 26.973%).
		Harmon Karry Williams		
	- W			

Part	M	Organizational Action (continued)				raye
LI CILC		or garnizational Action (continued)				
17 L	ist th	e applicable Internal Revenue Code section(s) and subsection(s) upon which th	ne tax treat	ment is based	<b>&gt;</b>	
		01, 312 and 316.				
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		ny resulting loss be recognized? ▶				
NO IOSS	can	be recognized as a result of the cash distributions to the common stockho	olders.			
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<b>19</b> Pr	rovid	e any other information necessary to implement the adjustment, such as the rep	portable ta	ıx vear ▶		
The rep	ortir	ng tax year is the 2014 calendar year.			11 00 00 00 00 00 00 00 00 00 00 00 00 0	
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	Llad	or populition of parity I destroy that I have				
	belie	er penalties of perj <mark>ury. I declare that I have examined this return, including accompanying</mark> af, it is true, correct and complete. Declaration of preparer (other than officer) is based on a	g schedules	and statements	, and to the best o	f my knowledge and
٥.		and on place beclaration of preparer (other than officer) is based on a	ali iniormati	on of which prep	arer nas any know	ledge.
Sign						
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				e▶ _3/6/	IJ	
	D					
	Print	t your name ► Sean M. Mahdney	Title			
Paid		Print/Type preparer's name	Da		Check   if   F	PTIN
Prepa	rer	Scott A. Riddell	0	2/27/15	self-employed	P00642363
Use C	)nlv	Firm's name Frnst & Young U.S. LLP			Firm's EIN ▶	
J35 U	riiy	Firm's address ▶ 8484 Westpark Drive, McLean, VA 22102				34-6565596
Send Fo	rm 9			0 : -	Phone no.	(703) 747-1000
Jona FO	11110	937 (including accompanying statements) to: Department of the Treasury, Intern	nai Reveni	ue Service, Og	den, UT 84201-0	0054