Form **8937**

(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting	Issuer			
1 Issuer's name	V			2 Issuer's employer identification number (EIN)
DiamondRock Hospitality	Company			20-1180098
3 Name of contact for add		5 Email address of contact		
Sean M. Mahoney, CFO	=		240-744-1150	sean.mahoney@drhc.com
6 Number and street (or F	P.O. box if mail is not o	delivered to s		7 City, town, or post office, state, and Zip code of contact
Bethesda Metro Center, Bethesda Metro Center, Bethesda Metro Center,	Suite 1500	9 Class	ification and description	Bethesda, MD 20814
04/07/2011			Stock, \$0.01 par value	
10 CUSIP number	11 Serial number(s))	12 Ticker symbol	13 Account number(s)
252784 and U25268	N/A		DRH	N/A
Part II Organization	onal Action Attach	n additional	statements if needed. Se	e back of form for additional questions.
				e against which shareholders' ownership is measured for
DiamondRock Hospitality	Company made a ca	sh distributi	on of \$0.08 per share on A	pril 7, 2011 to each of its common stockholders of record
on March 25, 2011.				
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	3000			
15 Describe the quantitat share or as a percenta		nizational act	ion on the basis of the securi	ty in the hands of a U.S. taxpayer as an adjustment per
A portion of the cash distr	ibution made by Diai	mondRock I	Hospitality Company is not	taxable as a dividend under Section 301(c)(1), but is
				al on a per share basis is \$0.024422. As such, each
				s decreased by the lesser of the amount of the stock-
holder's share of the return	n of capital distributi	ions or the s	tockholder's tax basis in si	uch common stock.
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16 Describe the calculation valuation dates ▶	on of the change in ba	asis and the o	data that supports the calcula	ation, such as the market values of securities and the
The change in basis was d	etermined by compa	aring the cas	sh distributions made by Di	amondRock Hospitality Company during the 2011
				nings and profits determined under Sections 312 and
				ear were \$40,180,944 and the 2011 current earnings
				attributable to all of the common stockholders in the
amount of \$12,266,023. Ac	cordingly, the return	i oi capital p	percentage is 30.527% (\$12,	,266,023 / \$40,180,944 = 30.527%).
<u> </u>	<u> </u>			

Form 893	37 (Rev	v. 12-2011)			Page 2
Part	U	Organizational Action (continue	ed)		
17 Li	st the	applicable Internal Revenue Code secti	ion(s) and subsection(s) upon wh	ich the tax treatment is based	•
		, 312 and 316.			
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		y resulting loss be recognized?►			
No loss	can	be recognized as a result of the cash	distributions to the common s	tockholders.	
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40 0			I		
		any other information necessary to imp	lement the adjustment, such as	the reportable tax year ►	2.5 (1990)280 - 115 1150 2
The rep	orting	tax year is the 2011 calendar year.	(1)44		
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3-110-2417	(A)				- W
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	Linda	r penalties of perjury, I declare that I have ex	ramined this return, including accom	panying schodulos and statements	and to the heat of my knowledge, and
	belief	f, it is true, correct, and complete. Declaration	of preparer (other than officer) is bas	sed on all information of which prep	parer has any knowledge.
Sign		1011			
Here		AUG		2/2/	
Here	Signa	ature V		Date > _2/2/	
	Print	your name ► Sean M. Mahoney	1-	Title ► CFO	
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prepa	rer	Scott A. Riddell	SiGill	2/2/12	self-employed P00642363
Use C		Firm's name ► Ernst & Young U.S.	LLP		Firm's EIN ▶ 34-6565596
03 0 0	· · · · y	Firm's address ▶ 8484 Westpark Drive			Phone no. (703) 747-1000
Send Fo	rm 89	337 (including accompanying statements		, Internal Revenue Service, Og	We will be a second or the second of the sec

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(December 2011)
Department of the Treasury
Internal Revenue Service

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OMB No. 1545-2224

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1 Issuer's name		2 Issuer's employer identification number (EIN)		
DiamondRock Hospitality	Company			20-1180098
3 Name of contact for add	COLOR TO COLOR TO COLOR COLOR COLOR	5 Email address of contact		
Sean M. Mahoney, CFO			240-744-1150	sean.mahoney@drhc.com
6 Number and street (or F	P.O. box if mail is not c	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact
AMPROXIMATE IS DO NOT YES AND A	Table 2011 Residentials			
3 Bethesda Metro Center, 8 Date of action	Suite 1500	0 Class	ification and description	Bethesda, MD 20814
• Date of action		9 Class	ilication and description	
06/27/2011		Commor	Stock, \$0.01 par value	
10 CUSIP number	11 Serial number(s)	_	12 Ticker symbol	13 Account number(s)
252784 and U25268	N/A		DRH	N/A
				ee back of form for additional questions.
	tional action and, if ap	plicable, the	date of the action or the da	ate against which shareholders' ownership is measured for
the action ►				
	Company made a cas	sh distributi	on of \$0.08 per share on J	June 27, 2011 to each of its common stockholders of
record on June 17, 2011.		220	M 3/2/ 1/A 13/18	
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				the last the standard of a U.O. have a second of the standard of
15 Describe the quantitat share or as a percenta		izational acti	on on the basis of the secu	rity in the hands of a U.S. taxpayer as an adjustment per
And the contract of the contra		nondPock k	Josnitality Company is no	t taxable as a dividend under Section 301(c)(1), but is
				ital on a per share basis is \$0.024422. As such, each
				is decreased by the lesser of the amount of the stock-
holder's share of the return				

40 Describe the relation				lation and an the montest values of accomities and the
Describe the calculation valuation dates ►	on of the change in ba	sis and the c	iata that supports the calcu	lation, such as the market values of securities and the
04-04-03-04-04-04-04-04-04-04-04-04-04-04-04-04-	starminad by sampa	ring the eas	h distributions made by F	DiamondRock Hospitality Company during the 2011
				urnings and profits determined under Sections 312 and
				ear were \$40,180,944 and the 2011 current earnings
				1 attributable to all of the common stockholders in the
				2,266,023 / \$40,180,944 = 30.527%).
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Part I		Organizational Action (conti	nued)		
		-			
17 Li:	st the	applicable Internal Revenue Code s	ection(s) and subsection(s) upon when	hich the tax treatment is based	•
		, 312 and 316.			
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		y resulting loss be recognized? ► _			
No loss	can l	be recognized as a result of the ca	ish distributions to the common s	stockholders.	

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i i i i i i i i i i i i i i i i i i i					
19 Pr	ovide	any other information necessary to	implement the adjustment such as	the reportable tax year	
		tax year is the 2011 calendar yea			
The Tep	Jiuni	tax year is the 2011 calendar year		V 400 340 440 440 440 440 440 440 440 440	
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1 1000	1233				
	Unde	r penalties of berjury, I declare that I hav	e examined this return, including accom	panying schedules and statements.	and to the best of my knowledge and
		it is true, correct, and complete. Declara			
Sign		X (()) \			
Here	0.	AW.		Date ►	13
	Signa	ture		Date	10
	Print	your name ► Sean M. Maljoney	Preparer's signature	Title ► CFO Date	DTW
Paid		Print/Type preparer's name	Preparer's signature	1 *************************************	Check if PTIN
Prepa	rer	Scott A. Riddell	And Ibli	2/2/12	self-employed P00642363
Use O		Firm's name ► Ernst & Young U	I.S. LLP		Firm's EIN ▶ 34-6565596
		Firm's address ► 8484 Westpark D	Prive, McLean, VA 22102		Phone no. (703) 747-1000
Send For	m 89	37 (including accompanying statem	ents) to: Department of the Treasury	y, Internal Revenue Service, Oge	den, UT 84201-0054

Form 8937 (Rev. 12-2011)

Page 2

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Sean M. Mahoney, CFO 6 Number and street (or F	P.O. box if mail is not o	delivered to s	240-744-1150 street address) of contact	sean.mahoney@drhc.com 7 City, town, or post office, state, and Zip code of contact
			and a data of the second of	, stay, term, or post since, state, and all posts of seminar
3 Bethesda Metro Center,	Suite 1500			Bethesda, MD 20814
8 Date of action		9 Class	ification and description	
09/20/2011		Commor	Stock, \$0.01 par value	
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252784 and U25268	N/A		DRH	N/A
Part II Organization	onal Action Attach	h additional	statements if needed. Se	e back of form for additional questions.
14 Describe the organiza the action ▶	tional action and, if ap	oplicable, the	date of the action or the dat	e against which shareholders' ownership is measured for
DiamondRock Hospitality	Company made a ca	sh distributi	ion of \$0.08 per share on Se	eptember 20, 2011 to each of its common stockholders
record on September 9, 20				,
				16 W W W W W W W W W W W W W W W W W W W
			20 102 1	
15 Describe the quantital share or as a percenta		nizational act	ion on the basis of the securi	ity in the hands of a U.S. taxpayer as an adjustment per
A portion of the cash distr	ibution made by Diar	mondRock H	Hospitality Company is not	taxable as a dividend under Section 301(c)(1), but is
	and the second s	100	Control of the Contro	al on a per share basis is \$0.024422. As such, each
The second section is a second to		No. of the last of	10 10 10 10 10 10 10 10 10 10 10 10 10 1	s decreased by the lesser of the amount of the stock-
holder's share of the return	n of capital distributi	ions or the s	tockholder's tax basis in si	uch common stock.
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16 Describe the calculation valuation dates ▶	on of the change in ba	asis and the o	data that supports the calcula	ation, such as the market values of securities and the
The change in basis was d	letermined by compa	aring the cas	sh distributions made by Di	amondRock Hospitality Company during the 2011
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				attributable to all of the common stockholders in the
				,266,023 / \$40,180,944 = 30.527%).
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Part		Organizational Action (continu	ied)				1-0,010
17 L	ist the	applicable Internal Revenue Code sec	tion(s) and subsection(s) upon w	hich the tax treatmer	nt is based	-	
Section	ıs 301	, 312 and 316.					
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18 C	an an	y resulting loss be recognized?►					
No loss	can	be recognized as a result of the cash	distributions to the common	stockholders.			
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19 Pr	rovide	any other information necessary to im	plement the adjustment, such as	the reportable tax y	ear▶		
The rep	orting	tax year is the 2011 calendar year.		90	200		- cr
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	Unde	r penalties of penjury, I declare that I have e	examined this return, including accor	npanying schedules and	statements,	and to the best of r	ny knowledge and
	belief	, it is true, correct, and complete. Declaration	n of preparer (other than officer) is ba	ised on all information o	f which prepa	arer has any knowled	ge.
Sign		WIN					
Here	Signa	ture V		Date▶	2/2/1	2	
	3.70				- O-1 ON 1	V	
	Print	your name ► Sean M. Mahoney		Title▶	CFO		
Doid		Print/Type preparer's name	Preparer's signature	Date		Check if PTI	N
Paid		Scott A. Riddell	Sw Will	ء ا	la la	self-employed	P00642363
Prepa		Firm's name Frnst & Young U.S		1 7		Firm's EIN ▶	34-6565596
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Send Fo	rm 89	37 (including accompanying statemen		y, Internal Revenue	Service, Ogo		