

**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):
September 12, 2023

DiamondRock Hospitality Company

(Exact name of registrant as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-32514
(Commission
File Number)

20-1180098
(IRS Employer
Identification No.)

2 Bethesda Metro Center, Suite 1400
Bethesda, MD 20814
(Address of Principal Executive Offices) (Zip Code)

(Registrant's telephone number, including area code): (240) 744-1150

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	DRH	New York Stock Exchange
8.250% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share	DRH Pr A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

This Current Report on Form 8-K (“Current Report”) contains forward-looking statements within the meaning of federal securities laws and regulations. These forward-looking statements are identified by their use of terms and phrases such as “believe,” “expect,” “intend,” “project,” “anticipate,” “position,” and other similar terms and phrases, including references to assumptions and forecasts of future results. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from those anticipated at the time the forward-looking statements are made. These risks include, but are not limited to national and local economic and business conditions, including the impact of COVID-19 on occupancy rates at our hotels and the demand for hotel products and services, and those risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K filed on February 24, 2023 and our Quarterly Reports on Form 10-Q filed on May 5, 2023 and August 4, 2023. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. All information in this Current Report is as of the date of this Current Report, and we undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.

ITEM 7.01. Regulation FD Disclosure.

On September 12, 2023, DiamondRock Hospitality Company (the “Company”) made available on its website an updated investor presentation for use at upcoming conferences and meetings containing, among other things, a preliminary estimate of third quarter 2023 RevPAR compared to 2022 and 2019. A copy of the presentation is attached to this Current Report on Form 8-K (“Current Report”) as Exhibit 99.1 and incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report, including Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are included with this report:

Exhibit No. Description

99.1	Investor Presentation - September 2023
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File

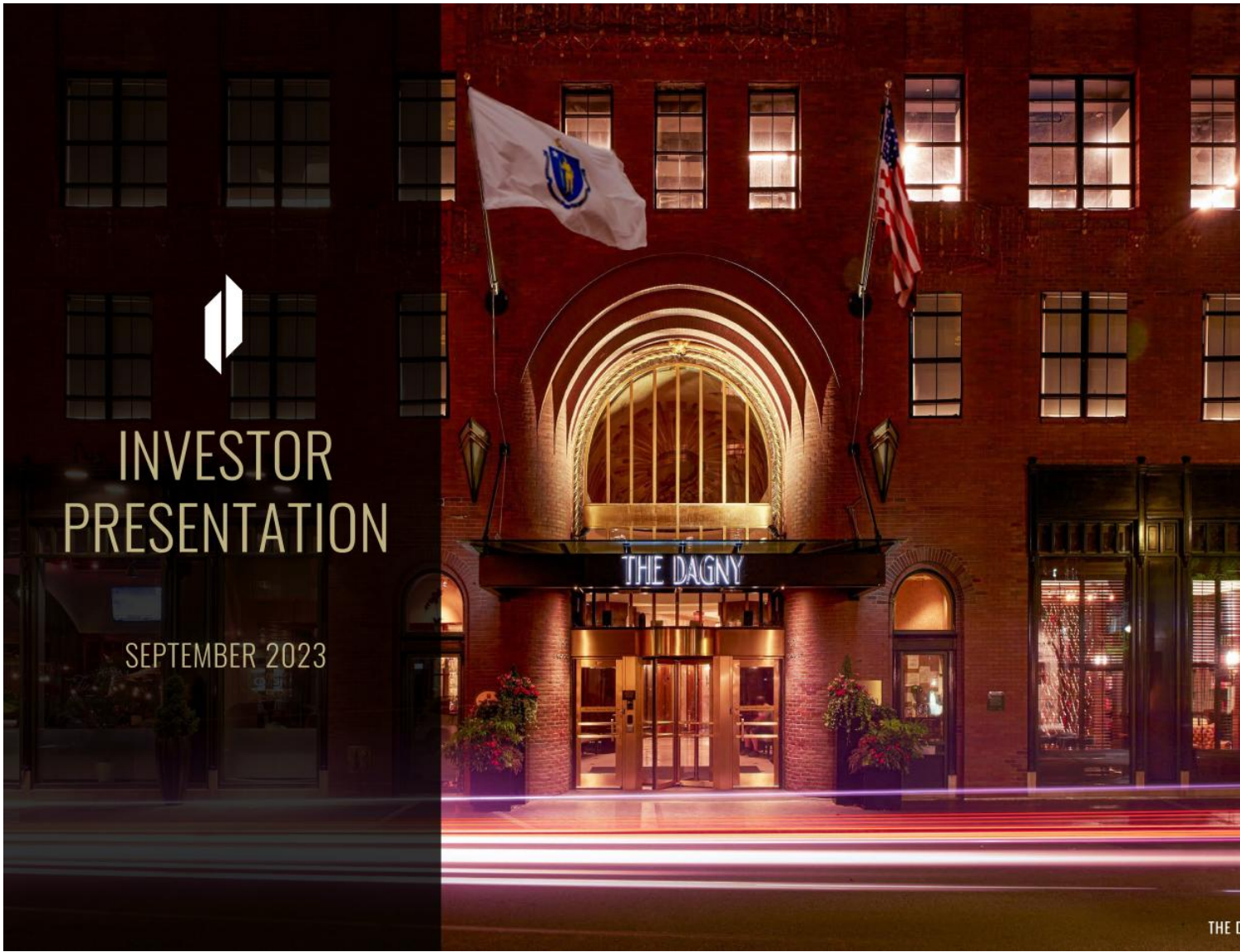
SIGNATURE

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

Dated: September 12, 2023

By: /s/ Briony R. Quinn
Briony R. Quinn
Senior Vice President and Treasurer



INVESTOR PRESENTATION

SEPTEMBER 2023

FORWARD LOOKING STATEMENTS

Certain statements made during this presentation are forward-looking statements that are subject to risks and uncertainties. Forward-looking statements generally include the words "believe," "expect," "anticipate," "plan," "estimate," "project," "will," "intend" or other similar expressions. Forward-looking statements include, without limitation, statements regarding industry outlook, results of operations, cash flows, business strategies, growth and value opportunities, capital and other expenditures, financing plans, expense reduction initiatives and projected dispositions.

Factors that could cause actual results to materially differ from those contained in the forward-looking statements include, without limitation, national and local economic and business conditions, including the impact of COVID-19 on occupancy rates at DiamondRock Hospitality Company's (the "Company") hotels and the demand for hotel products and services, and those risks and uncertainties discussed in the most recent Annual Report on Form 10-K, which the Company has filed with the Securities and Exchange Commission, and in our other public filings which you should carefully review. The forward-looking statements made are based on our beliefs, assumptions and expectations of future performance, taking into account all information currently available to the Company. Actual results could differ materially from the forward-looking statements made in this presentation. The forward-looking statements made in this presentation are subject to the safe harbor of the Private Securities Litigation Reform Act of 1995.

Any forward-looking statement speaks only as of the date on which it is made. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that the expectations will be attained or that any deviation will not be material.

All information in this presentation is as of the date of the presentation, and the Company undertakes no obligation to update any forward-looking statement to conform the statement to actual results or changes in the Company's expectations.

This presentation contains statistics and other data that have been obtained or compiled from information made available by third party service providers and believed to be reliable, but the accuracy and completeness of the information is not a representation of the Company. The Company has not independently verified any of the information.

USE OF NON-GAAP FINANCIAL MEASURES

We use the following non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: EBITDA, EBITDAre, Adjusted EBITDA, EBITDA, Hotel Adjusted EBITDA, FFO and Adjusted FFO. These measures should not be considered in isolation or as a substitute for measures of performance in accordance with GAAP. EBITDA, EBITDAre, Adjusted EBITDA, Hotel EBITDA, Adjusted EBITDA, FFO and Adjusted FFO, as calculated, may not be comparable to other companies that do not use such terms exactly as the Company.

A detailed explanation of these non-GAAP financial measures and the reconciliation of such measures to the most comparable financial measures prepared in accordance with GAAP can be found in the Company's second quarter earnings press release dated August 3, 2023.

KEY HIGHLIGHTS

- **ROI Positioning:** The **Dagny Boston** debuted on 8/1/23 as a repositioned independent lifestyle hotel from a previously Hilton branded property
- **Acquisition:** Closed on **Chico Hot Springs Resort** on 8/2/23, a lifestyle resort in Paradise Valley, Montana and DRH's 15th independent hotel
- **Share Repurchases:** 262K shares at an average price of \$7.67 in Q2

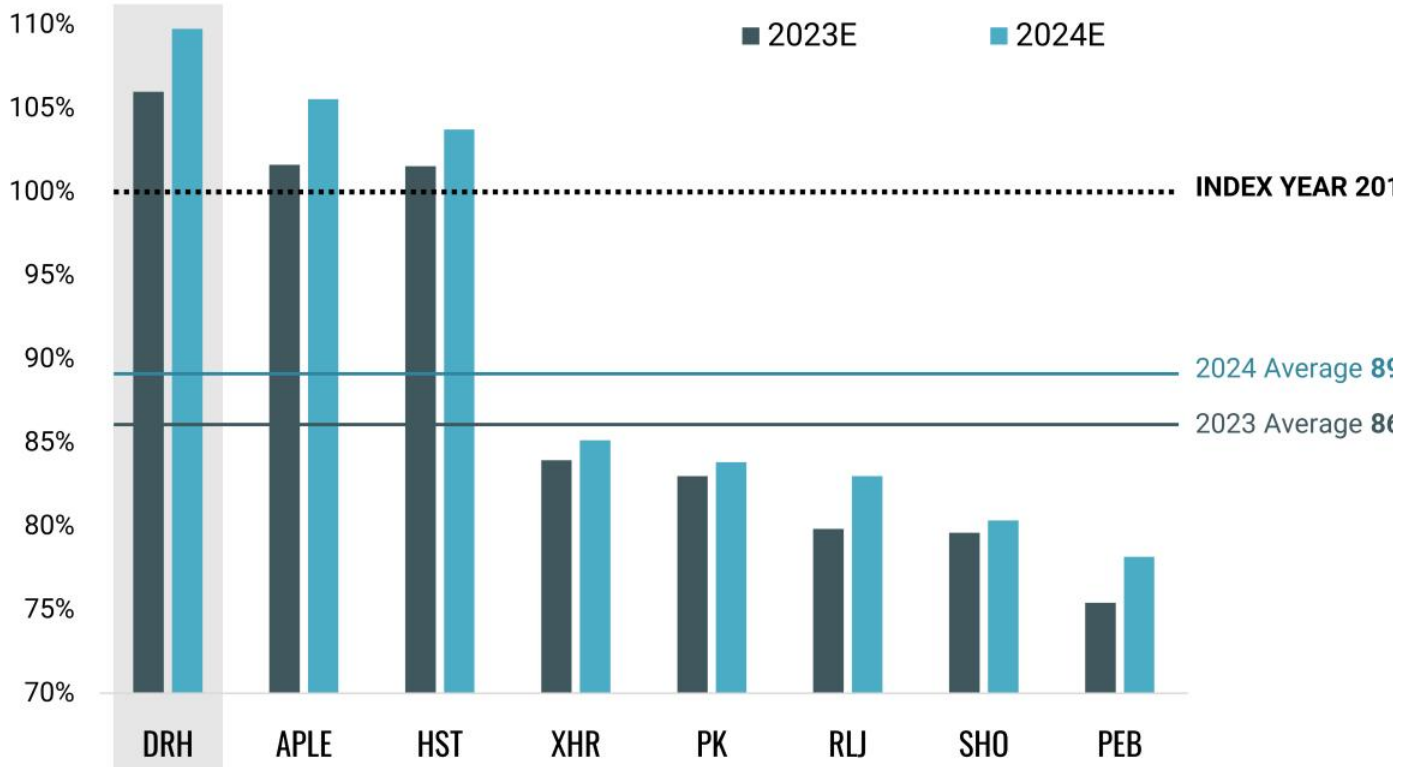
OUTLOOK

2023	Q1	Q2	Q3 Preliminary Estimate
RevPAR vs 2022	16.8%	0.6%	-1.5% to -2.0%
RevPAR vs 2019	13.7%	8.0%	6.0% to 6.5%
The Dagny Est. EBITDA Disruption			-\$2MM

- Full Year Corporate G&A approximately \$33MM
- Full Year Interest Expense approximately \$63MM
- Annual Preferred Dividend \$10MM



EBITDA CONSENSUS ESTIMATES INDEXED TO 2019



Note: Consensus EBITDA estimates are per Factset database as of 9/6/23, average excludes DRH

SIGNIFICANT LIQUIDITY AND DRY POWDER AVAILABLE

\$600M+

Total Available Liquidity

Note: As of June 30, 2023

30%

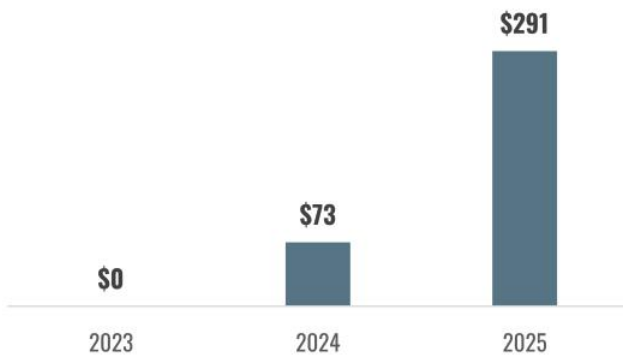
Total Debt to Gross Book Value

3.8x

Net Debt + Preferred to TTM EBITDA

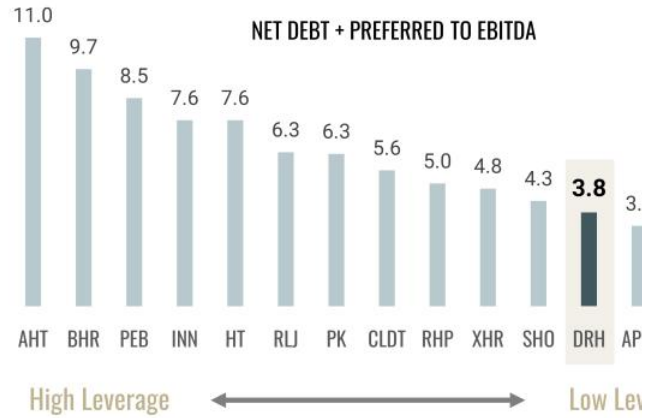
NO MATERIAL NEAR-TERM MATURITIES

DEBT MATURITY SCHEDULE (\$MM)



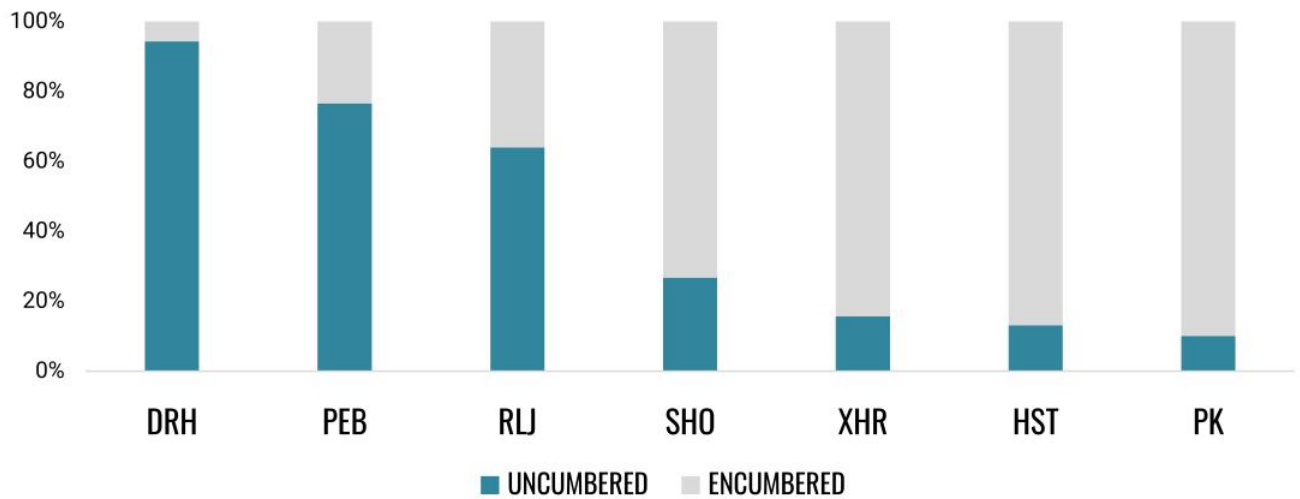
Note: Mortgages reflect balance at scheduled maturity.

LOW LEVERAGE VS PEERS



Source: Baird Comp Sheet (9/1/23), Net Debt + Preferred / EBITDA 2022, DRH reflects TTM Q2'23 EBITDA

% OF HOTELS UNENCUMBERED BY BRAND MANAGEMENT



Notes
 As of 12/31/2022
 HST reflects % of rooms that are brand-managed since properties are not disclosed

BENEFITS OF SHORT-TERM AGREEMENTS

- Terminable at Will
- Asset Liquidity Enhanced
- Superior Cost Controls
- 50 to 100 bps Better Exit Cap Rate
- Enhanced Flexibility to Optimize Performance

VALUATION PREMIUM

UNENCUMBERED VS. ENCUMBERED HOTELS **15% TO 20%**

CHICO HOT SPRINGS RESORT ACQUISITION



KEY DEAL HIGHLIGHTS

- Acquisition of an authentic western-style, geothermal hot spring resort located in Paradise Valley, a major river valley of the Yellowstone River renowned for world-class fly fishing
- Convenient to famous Roosevelt Arch, the popular and *only* year-round vehicle entrance to Yellowstone National Park
- #1 in TripAdvisor, Recognized by Conde Nast and T&L
- Fee simple, unencumbered by brand or management
- Pricing: \$27MM (\$230k/key, 8.4% NOI on 2022A) for 153-acre resort and \$6MM (\$9,600/acre) for the 595-acre ranch
- Stabilization by 2026 at **10.5% NOI yield** on total investment



ACQUISITION DATE	8/1/23
PURCHASE PRICE	\$33.0 MILLION
LOCATION	Paradise Valley/Yellowstone, MT
NUMBER OF ROOMS	117
NUMBER OF ACRES	748

UPSIDE OPPORTUNITIES

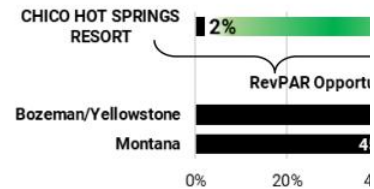
- Owner-operated for over 120 years**
- Significant incremental revenue and profit in resort**
 - 2023/24 Room Rates largely unchanged from 2019
 - Implement revenue management
 - Streamline and optimize room types
 - Broaden distribution channels of resort
 - Enhance and improve technology & systems
- ROI Opportunities**
 - Add additional cabins and experiential room types
 - Introduction of a resort fee
 - Internalize and expand spa operations
 - Monetize excess land to reduce investment basis
 - Build workforce housing units
 - Events & Tour partnership with adjacent Yellowstone Film Ranch www.yellowstonefilmranch.com
- ESG Benefits & Opportunities**
 - Heated by renewable geothermal energy
 - Opportunities to install eco-lodging, wind and solar

ABOUT CHICO HOT SPRINGS RESORT

- The four-season, full-service resort offers miles of hiking, mountain biking, horseback riding and various expeditions for fly fishing, rock climbing, dog snowshoeing and cross-country skiing
- One of the region's best restaurants, the historic is led by a James Beard award semi-finalist and recognized with Wine Spectator's Best of Award



SIGNIFICANT REVENUE POTENTIAL 2022 vs. 2019 RevPAR Growth











This summary information sheet contains certain "forward-looking statements" relating to, among other things, hotel EBITDA and hotel net operating income after capital reserves. The forward-looking statements made are based on our beliefs, assumptions and expectations of future performance, taking into account all information currently available to us. Actual results could differ materially from the forward-looking statements made on this summary information sheet. When we use the words "projected," "expected," "planned" and "estimated" or other similar expressions, we are identifying forward-looking statements. The forward-looking statements on this summary information sheet are subject to the safe harbor of the Private Securities Litigation Reform Act of 1995. All information on this sheet is as of August 2, 2023. We undertake no duty to update the information to conform to actual results or changes in our expectations. This fact sheet contains statistics and other data that has been obtained from information available from public sources. For additional information, please visit our website at www.dthc.com.



- The Dagny debuted on August 1, 2023
- The 403-room Hilton Boston Downtown converted to an Art Deco inspired independent lifestyle hotel
- The \$32MM investment includes a comprehensive renovation of luxury guestrooms and bathrooms, enhanced meeting facilities, a state-of-the-art fitness center, and an immersive lobby experience
- The hotel's NOI is expected to increase from \$8MM in 2023 to \$11MM in 2024 and \$15MM in 2027
- Exit value estimated increase of \$14MM - \$30MM (50 - 100% on cap rate)



PROPERTY	EST. EBITDA YIELD	SCOPE	 
<p>Hilton Boston Downtown Faneuil Hall</p>	<p>17%</p>	<p>Conversion from Hilton Brand to Independent Lifestyle</p>	 
<p>Hilton Burlington Lake Champlain</p>	<p>31%</p>	<p>Conversion to Curio Brand and New Celebrity Chef Restaurant</p>	 
<p>Bourbon Orleans Hotel</p>	<p>14%</p>	<p>Repositioning and Rebranding to Higher Level Lifestyle Boutique</p>	 

LAKE AUSTIN SPA RESORT

ORCHARDS INN

COURTYARD DENVER DOWNTOWN



LAKE AUSTIN
SPA RESORT

ORCHARDS INN

Sedona, Arizona

COURTYARD
BY MARRIOTT

Courtyard Denver Downtown



**Exploring Adding More
Waterfront Guest Rooms**

**Repositioning to Integrate
with L'Auberge de Sedona**

**Franchise Expiration in
Potential Upbranding
and Expansion**

POTENTIAL LONGER TERM CAPITAL PROJECTS



WESTIN BOSTON SEAPORT

HENDERSON PARK INN

THE LANDING



The Westin Boston Seaport District



**Franchise Expiration in 2026
Value Creation Opportunity**



**Currently 37 Rooms
Entitled for 135 Ocean-
Front Units**



**Exploring Adding 2
More Guest Rooms**

LONG-TERM SECULAR DRIVER: URBAN LIFESTYLE/RESORT

- Cavallo Point
- L'Auberge de Sedona
- Henderson Park Inn
- Tranquility Bay Resort
- Henderson Beach Resort
- Lake Austin Spa Resort
- The Landing Resort & Spa
- Havana Cabana
- Orchards Inn
- The Lodge at Sonoma Resort
- Kimpton Shorebreak Resort
- The Hythe, a Luxury Collection Hotel
- Westin Fort Lauderdale Beach Resort
- Margaritaville Beach House Key West
- Kimpton Shorebreak Fort Lauderdale Beach Resort
- The Dagny Boston
- Hotel Emblem
- Bourbon Orleans Hotel
- Kimpton Palomar Phoenix
- Hilton Burlington Lake Champlain
- The Lindy Renaissance Charleston Hotel
- The Gwen, a Luxury Collection Hotel
- Hotel Clio, a Luxury Collection Hotel
- Chico Hot Springs Resort
- Courtyard Denver Downtown

Hotels: 25
Keys: 4,489

Revenue: \$615MM
~60% of portfolio

EBITDA: \$188MM

100% Unencumbered by Management & Highly Liquid

GROUP DEMAND RECOVERY: BIG GROUP HO

- Westin Boston Seaport
- Westin San Diego Bayview
- Westin Washington, DC City Center
- Chicago Marriott Magnificent Mile
- Salt Lake City Marriott Downtown
- The Worthington

Hotels
Keys: 3,

Revenue: \$
~30% of po

EBITDA: \$1
5 of 6 Non-Hotels in S Convention

EMPIRE STATE OF MIND: NEW YORK CITY'S COM

- Courtyard New York Manhattan/Midtown East
- Courtyard New York Manhattan/Fifth Avenue
- Hilton Garden Inn Times Square Central

Hotels: 3 Hotels
Keys: 792

Revenue: \$85MM (*~8% of*)
EBITDA: \$25MM

Limited Supply Picture

SUBURBAN OPPORTUNITIES

- Embassy Suites by Hilton Bethesda
- Atlanta Marriott Alpharetta

Hotels: 2 Hotels
Keys: 590

Revenue: \$28MM (*~2% of*)
EBITDA: \$6MM

Notes: Revenue and EBITDA are trailing twelve months as of Q2 2023

GRESB ANNUAL RESULTS

	2017	2018	2019	2020	2021	2022
DRH GRESB Score	53	75	81	84	86	82
Peer Score Average	57	58	69	69	72	65
Index to Peer Score Average	93%	129%	117%	122%	119%	126%

2022 Updates

- Sector Leader status for Hotels / Americas
- Awarded 4 Green Stars as Top Performer and Sector Leader
- Ranked 1st out of 6 in Hotel/Americas
- Ranked 3rd out of 14 in Hotel/Listed sector

2022 GRESB Rating
★★★★☆

GRESB REAL ESTATE
sector leader 2021

GRESB
★★★★☆ 2021

GRESB REAL ESTATE
Sector Leader 2020

GRESB
★★★★☆ 2020

ISS ESG RANKINGS⁽²⁾

2
ENVIRONMENTAL

3
SOCIAL

1
GOVERNANCE

ISS-ESG CORPORATE RANKING

TOP 1%

Currently Ranked in **Top 1%** of all US estate companies

DiamondRock ranks in the **top 5%** of Worldwide Real Estate Sector, earni **ISS ESG Prime** designation

2022 CORPORATE RESPONSIBILITY REPORT

DIAMOND ROCK HOSPITALITY

As of August 2023



APPENDIX

PORTFOLIO



9,724 ROOMS



36 PROPERTIES



24 GEOGRAPHIC MARKETS

FINANCIAL SUMMARY

Q2 2023

TTM Revenue	\$1.1B
TTM Corporate Adj. EBITDA	\$285MM
Total Debt ¹	\$1.2B
Net Debt ² to TTM EBITDA	3.4x
Total Debt to Gross Book Value	30%
% Fixed Rate ³	67%

(1) Excludes preferred capital

(2) Cash includes corporate cash and cash at hotels, excludes preferred capital

(3) Includes hedges and preferred capital

DIVERSIFIED GEOGRAPHY

MARKET	% OF EBIT
Chicago	14.0
Boston	10.0
Florida Keys	8.4
Fort Lauderdale	7.7
New York City	6.9
Sedona	4.9
Fort Worth	4.2
Vail	4.1
Sausalito	3.9
Destin	3.7
Denver	3.7
Charleston	3.2
Salt Lake City	2.9
San Diego	2.9
Sonoma	2.8
Burlington	2.7
Huntington Beach	2.7
Austin	2.5
New Orleans	2.0
Phoenix	1.8
Lake Tahoe	1.4
Atlanta	1.3
DC	1.1
Paradise Valley/Yellowstone	0.9
San Francisco	0.3
Total	100

DIVERSIFIED PROPERTIES

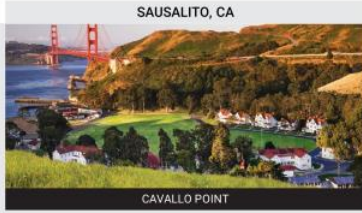


(4) 2022 EBITDA, proforma for 2022 & 2023 acquisitions

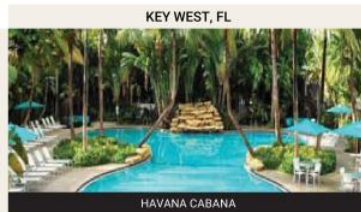
STRONG RESORT MARKET PRESENCE



LUXURY RESORT



LIFESTYLE RESORT



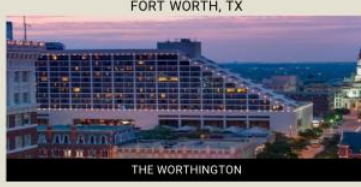
HIGH QUALITY PORTFOLIO IN KEY GATEWAY MARKETS



URBAN LIFESTYLE



URBAN GATEWAY



1. Hilton Boston Downtown/Faneuil Hall was converted to The Dagny Boston on 8/1/23

