

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):

June 2, 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. 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.

A copy of a slide presentation that DiamondRock Hospitality Company (the “Company”) intends to use at investor meetings is attached to this Current Report on Form 8-K (“Current Report”) as Exhibit 99.1 and is incorporated by reference herein. Additionally, the Company has posted the slide presentation in the investor relations/presentations section of its website at www.drhc.com.

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 - June 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: June 2, 2023

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



INVESTOR PRESENTATION

JUNE 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 warranty. The Company has not independently verified any of the information.

USE OF NON-GAAP FINANCIAL MEASURES

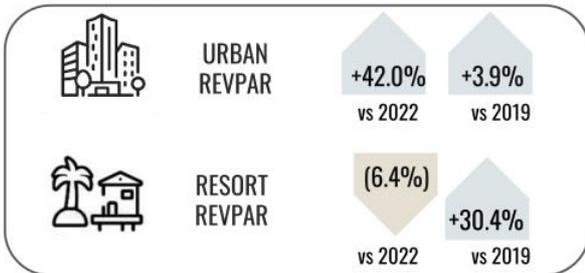
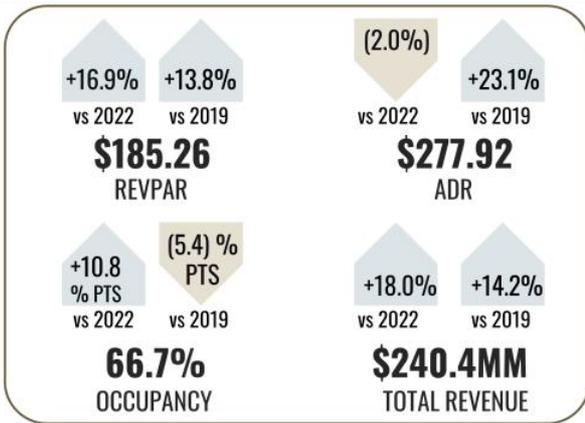
We use the following non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: EBITDA, EBITDAre, Adjusted EBITDA, Hotel Adjusted EBITDA, FFO and Adjusted FFO. These non-GAAP measures should not be considered in isolation or as a substitute for measures of performance in accordance with GAAP. EBITDA, EBITDAre, Adjusted EBITDA, Hotel 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 first quarter 2023 earnings press release dated May 4, 2023.

- 
- 1 RECORD PERFORMANCE
 - 2 FORTRESS BALANCE SHEET
 - 3 LIQUID PORTFOLIO
 - 4 URBAN FOOTPRINT ADVANTAGE
 - 5 LEISURE: STRONG SECULAR FUNDAMENTALS
 - 6 ROI PROJECTS
 - 7 ESG EXCELLENCE

RECORD PERFORMANCE

ROBUST Q1 COMPARABLE RESULTS



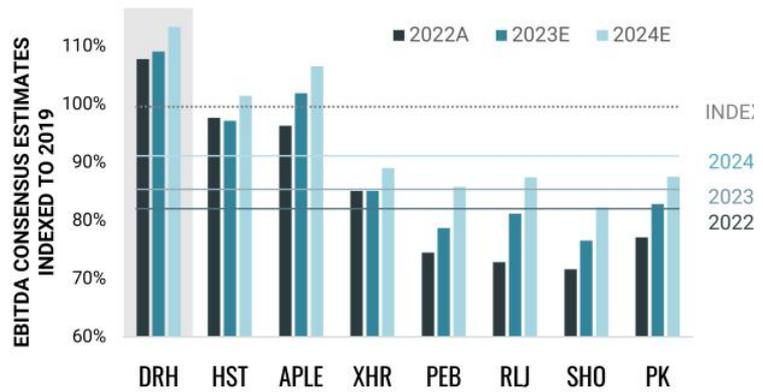
PRELIMINARY COMPARABLE QTD RESULTS

REVPAR



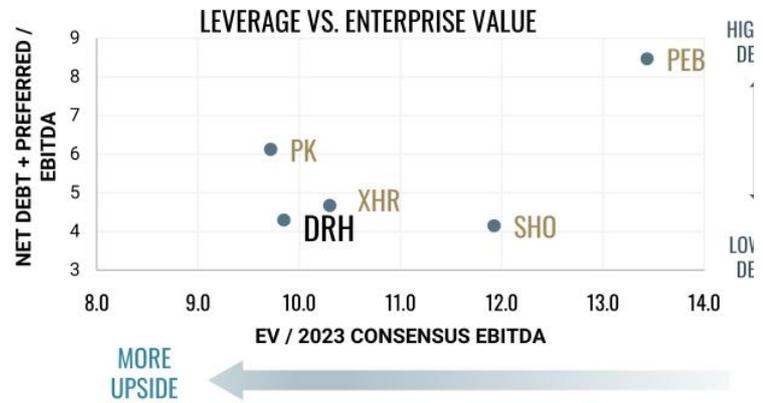
Note: Quarter to date through May 2023

PEER OUTPERFORMANCE



Note: Consensus EBITDA estimates are per Factset database as of 4/26/23, average excludes DRH

DISCOUNTED VALUATION



Source: FactSet Consensus, Company Documents

SIGNIFICANT LIQUIDITY AND DRY POWDER AVAILABLE

\$585M

Total Available Liquidity

Note: As of March 31, 2023

35%

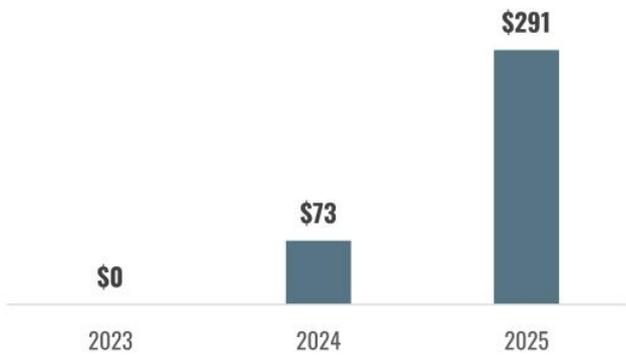
Total Debt to Gross Book Value

3.3x

Net Debt to TTM EBITDA

NO MATERIAL NEAR-TERM MATURITIES

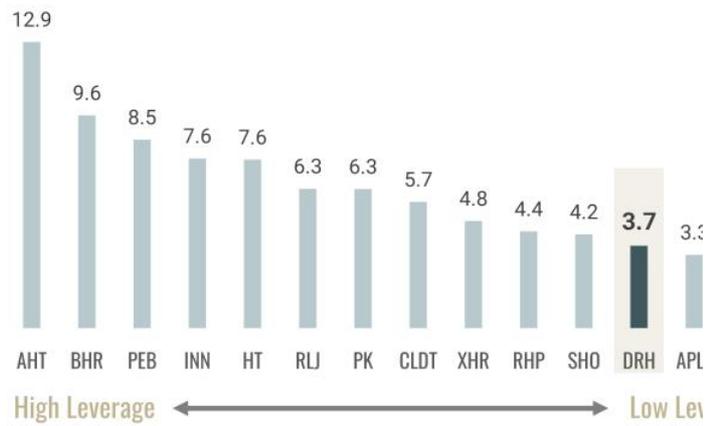
DEBT MATURITY SCHEDULE (SMM)



Note: Mortgages reflect balance at scheduled maturity.

LOW LEVERAGE VS PEERS

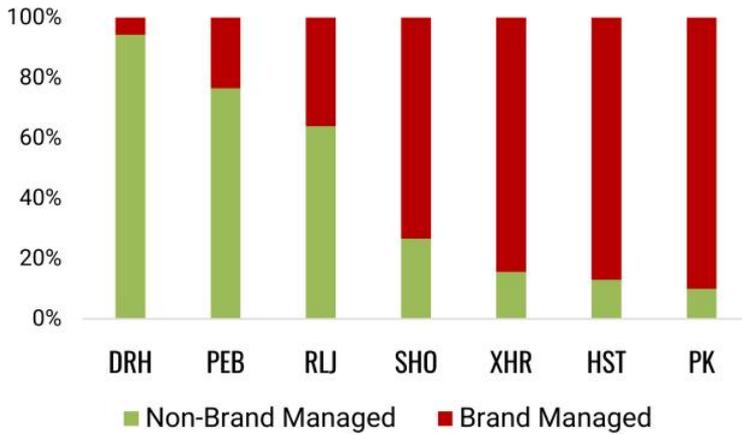
PEER (NET DEBT + PREFERRED) / EBITDA



Source: Baird Comp Sheet (2/3/23), Net Debt + Preferred / EBITDA 2022, DRH reflects TTM Q1'23 EBITDA

MOST LIQUID PORTFOLIO AMONGST PEERS

% OF BRAND MANAGED PROPERTIES



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

BENEFITS OF SHORT-TERM AGREEMENTS

- Asset Liquidity Enhanced
- Superior Cost Controls
- 50 to 100 bps Better Exit Cap Rate
- Enhanced Flexibility to Optimize Perf

VALUATION PREMIUM: **15%**
UNENCUMBERED VS. TO
ENCUMBERED HOTELS **20%**

THE HYTHE, A LUXURY COLLECTION HOTEL



HOTEL CLIO, A LUXURY COLLECTION HOTEL



THE WESTIN BOSTON SEAPORT DISTRICT



DRH URBAN STATS

60%
% OF URBAN BY FY'22 REVENUE

+42%
Q1 REVPAR GROWTH VS 2022

<1%
% OF EBITDA EXPOSURE IN SLOWER RECOVERY URBAN MARKETS (SAN FRANCISCO, LOS ANGELES, PORTLAND)

49%
% OF ROOMS THAT ARE IN 400+ KEY HOTELS

CORE URBAN MARKETS: CITYWIDE CONVENTION ROOM NIGHTS

MARKET	% of TTM EBITDA	2019	2022	2023E	2023F
Boston	11%	349,030	330,927	425,735	389,000
Chicago	15%	1,141,525	1,152,616	1,036,610	1,180,000
Denver	4%	401,972	303,874	352,658	322,000
Fort Worth	4%	167,129	237,659	228,674	147,000
New York City	7%	2,049,934	470,000	447,000	380,000
San Diego	3%	710,013	659,976	810,981	907,000
Washington, DC	2%	387,442	400,059	340,471	440,000
Totals⁽¹⁾	46%	5,207,045	3,555,111	3,642,129	3,770,000

⁽¹⁾ As of March 1, 2023. Source: Convention & Visitor Bureaus

LEADING URBAN EXPOSURE MARKETS

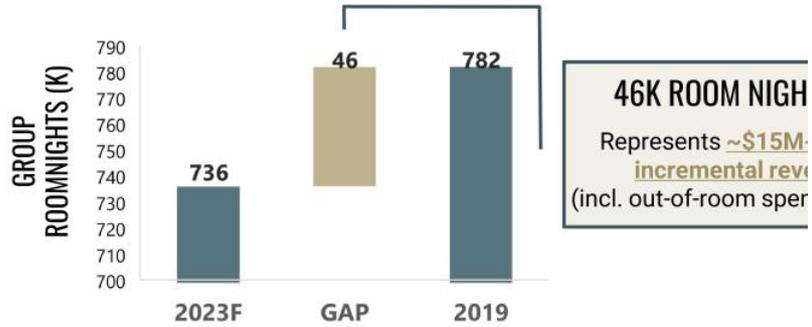
- Boston, Chicago, Denver, Fort Worth/Dallas, NYC, San Diego, Washington

RAPID RECOVERY OF BUSINESS TRANSIENT

- Q1'23 Comparable Midweek BT Occupancy +50.8%

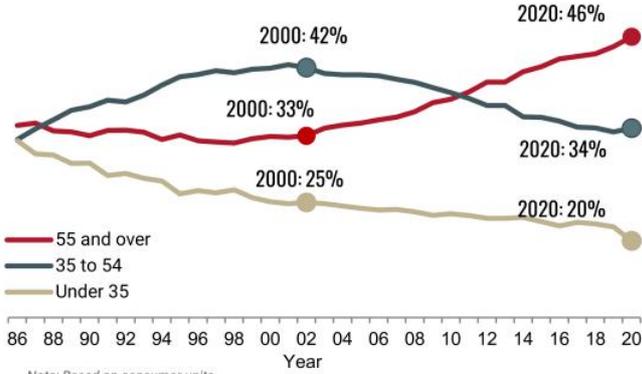
IMPROVING GROUP TRENDS

- Q1'23 Group Room Nights 88% of Prior Peak, +59% vs Q1'22
- FY 2023 Forecast 102% of Peak Group Revenue



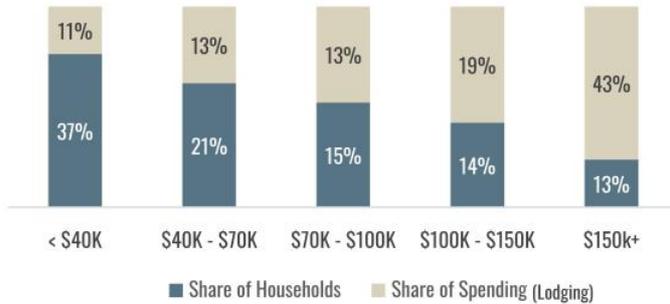
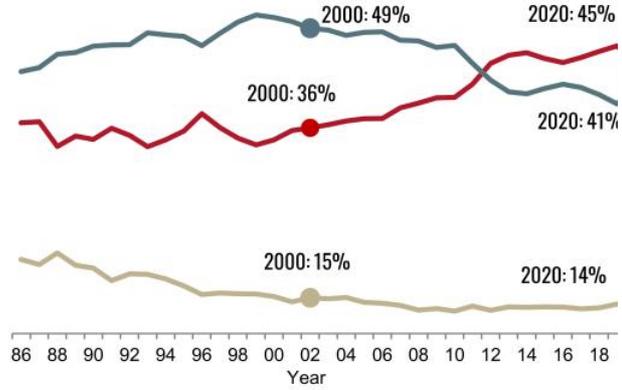
The 55+ age group is the fastest growing population segment and the leading consumer of lodging experiences

SHARE OF US HOUSEHOLDS



Note: Based on consumer units
Source: BLS, Tourism Economics

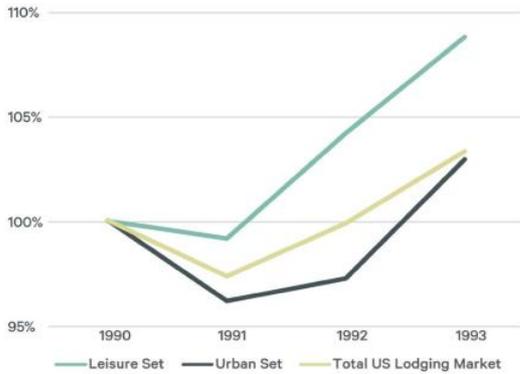
SHARE OF US CONSUMER SPENDING ON LODGING



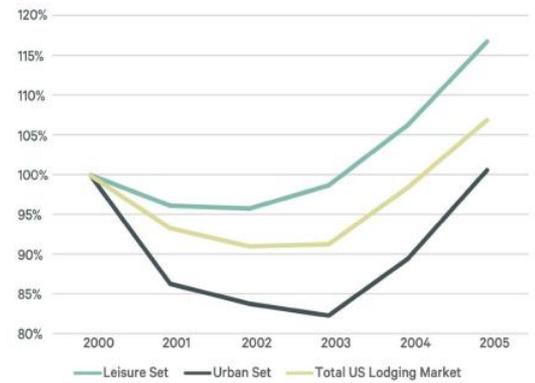
Note: Based on three-year average through 2020
Source: BLS, Tourism Economics



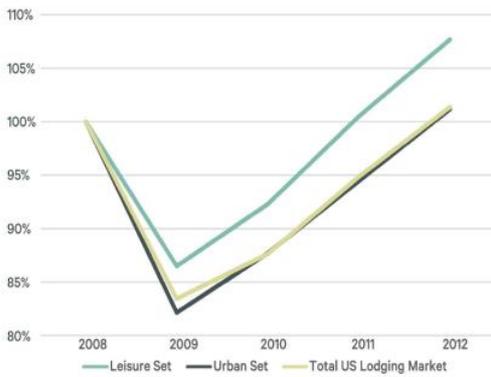
Leisure-focused markets have consistently outperformed during economic crises Resorts benefit from higher RevPAR starting point relative to 2019



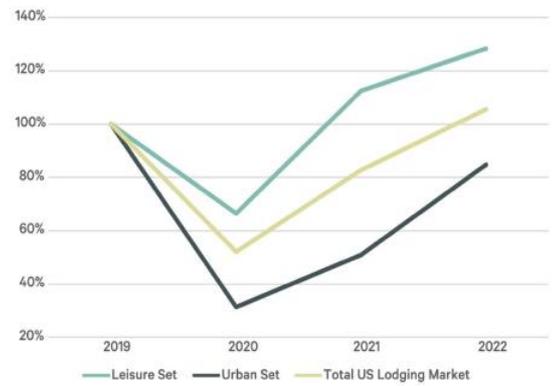
GULF WAR / SAVINGS AND LOAN CRISIS



9/11 AND DOT COM BUBBLE BURST



GREAT FINANCIAL CRISIS



COVID PANDEMIC

Source: CBRE Hotels

RECENT REPOSITIONINGS DELIVERING VALUE



THE LODGE

• AT SONOMA •

COMPLETED 2021



THE HYTHE

VAIL

COMPLETED 2021



MARGARITAVILLE

Beach House

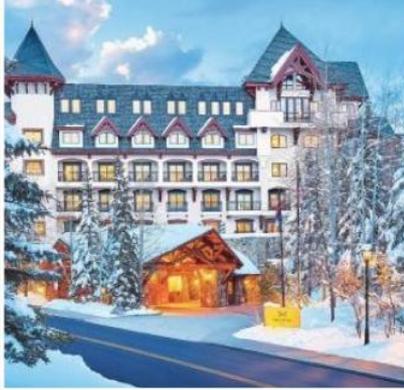
KEY WEST

COMPLETED 2021

HOTEL

CLIC

COMPLETED 2021



+46%

RevPAR Increase
vs 2019

+75%

Hotel Adjusted EBITDA
vs 2019

**Significant Increase
in Net Asset Value**

2020

- **Commenced 4 Relocationings:**
 - Sheraton Key West (Margaritaville)
 - JW Marriott Cherry Creek (Hotel Clio)
 - Sonoma Renaissance (Autograph)
 - Vail Marriott (Luxury Collection)
- **Unencumbered 6 Marriott Management Agreements**

2022

- **Acquired 3 Resorts (\$180MM):**
 - Tranquility Bay Resort
 - Shorebreak Fort Lauderdale Beach
 - Lake Austin Spa Resort
- **Completed Brand Conversion of Embassy Suites Bethesda**
- **Celebrity Chef Restaurant Added to The Lindy Charleston**
- **Added Second Rooftop Venue to The Gwen, Chicago**

2026 – 2028

- **Franchise Expirations:**
 - The Westin Boston Seaport
 - Courtyard Denver Downtown
- **Potential Development Opportunities:**
 - Henderson Park Inn
 - Courtyard Denver Downtown

2021

- **Acquired 3 Lifestyle Hotels (\$230MM):**
 - Henderson Beach Resort
 - Henderson Park Inn
 - Bourbon Orleans Hotel
- **Sold 2 Non-Core Hotels (\$220MM):**
 - Frenchman's Reef
 - Lexington Hotel New York
- **Relocationings Completed:**
 - Margaritaville Beach House Key West
 - Hotel Clio, a Luxury Collection Hotel
 - The Lodge at Sonoma Resort
 - The Hythe, a Luxury Collection Hotel

2023 – 2025

- **Relocationings Underway/Planned:**
 - Hilton Boston (Brand Change)
 - Hilton Burlington Lake Champlain (Brand Change)
 - The Orchards Inn Sedona (Upgrade)
 - Bourbon Orleans Hotel (Upgrade)
 - Kimpton Fort Lauderdale (Rooftop)
 - Kimpton Palomar Phoenix (Rooftop)
 - Havana Cabana (F&B)
- **Additional Key Opportunities:**
 - Henderson Park Inn
 - The Landing Resort & Spa
 - Lake Austin Spa Resort
- **Build New Marina at Tranquility Bay**
- **Invest "Dry Powder" (Repurchases, Assets)**

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 Room**

ROBUST ROI PIPELINE: ~\$90MM OF ROI PROJECTS AT 20%+ EST. EBITDA YIELD



PROPERTY	PROJECT	ESTIMATED CAPITAL SPEND ¹	UNDERWRITTEN INCREMENTAL EBITDA ¹	ESTIMATED EBITDA YIELD
LODGE AT SONOMA	Autograph Collection Conversion	\$9.8	\$1.4	14%
THE HYPHE, LUXURY COLLECTION	Luxury Collection Conversion	\$8.4	\$3.4	40%
HOTEL CLIO, LUXURY COLLECTION	F&B and Public Space Renovation	\$2.5	\$0.5	20%
	Luxury Collection Conversion	\$3.6	\$1.2	33%
MARGARITAVILLE BEACH HOUSE	Rebranding	\$3.5	\$1.3	37%
EMBASSY SUITES BETHESDA	Brand Conversion	\$3.3	\$0.5	15%
CHARLESTON RENAISSANCE	F&B Repositioning	\$2.1	\$0.5	24%
THE GWEN	Rooftop Conversion	\$1.5	\$0.3	20%
	Recently Completed	\$34.7	\$9.1	26%
BOSTON HILTON	Repositioning/Rebranding	\$6.4	\$1.1	17%
BURLINGTON HILTON	Curio Brand Conversion	\$2.6	\$0.8	31%
	F&B Repositioning	\$1.3	\$0.4	31%
KIMPTON FORT LAUDERDALE	Rooftop Conversion	\$2.2	\$0.3	14%
HAVANA CABANA	F&B Repositioning	\$1.1	\$0.4	35%
KIMPTON PALOMAR PHOENIX	Rooftop Repositioning	\$3.7	\$0.6	16%
BOURBON ORLEANS	Lobby/Pool/Retail/F&B Repositioning	\$8.8	\$1.2	14%
THE LANDING	Additional Keys	\$6.1	\$1.2	20%
TRANQUILITY BAY	New 30 Slip Marina	\$2.5	\$0.5	20%
ORCHARDS INN	Resort Repositioning	\$19.8	\$2.6	13%
	Total in Planning	\$54.5	\$9.1	17%
	Recently Completed & Active ROI Pipeline	\$89.2	\$18.2	20%

¹Estimated Capital Spend and Estimated Incremental EBITDA based upon management proformas



APPENDIX

PORTFOLIO



9,607 ROOMS



35 PROPERTIES



24 GEOGRAPHIC MARKETS

FINANCIAL SUMMARY

Q1 2023

TTM Revenue	\$1.1B
TTM Corporate Adj. EBITDA	\$291MM
Total Debt	\$1.2B
Net Debt to TTM EBITDA	3.8x
Total Debt to Gross Book Value	35%
% Fixed Rate <small>(incl. hedges & preferred capital)</small>	67%

DIVERSIFIED GEOGRAPHY

MARKET	% OF TTM Q1 2023 EBITDA
Atlanta	1.5%
Austin	2.1%
Boston	10.5%
Burlington	2.6%
Charleston	3.3%
Chicago	15.0%
DC	1.6%
Denver	3.5%
Florida Keys	7.8%
Fort Lauderdale	10.3%
Fort Worth	4.4%
Huntington Beach	2.5%
Lake Tahoe	0.9%
New Orleans	2.3%
New York City	7.4%
Phoenix	1.8%
Salt Lake City	3.2%
San Diego	3.4%
San Francisco	0.4%
Sausalito	3.6%
Sedona	4.1%
Sonoma	2.8%
Vail	4.8%
Total	100.0%

DIVERSIFIED PROPERTIES



Note: Proforma for 2022 acquisitions

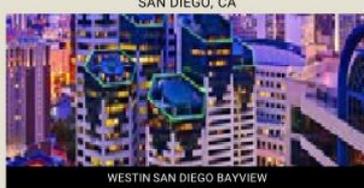
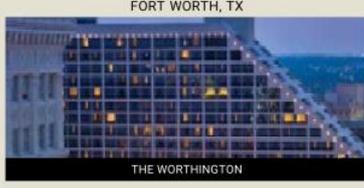
HIGH QUALITY PORTFOLIO IN KEY URBAN MARKETS



URBAN LIFESTYLE



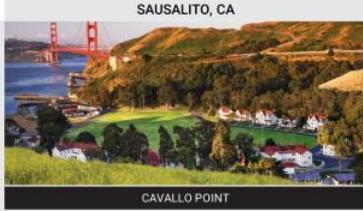
URBAN GATEWAY



STRONG RESORT MARKET PRESENCE



LUXURY RESORT



LIFESTYLE RESORT



