

**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):
August 7, 2015

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.)

**3 Bethesda Metro Center, Suite 1500
Bethesda, MD 20814**
(Address of Principal Executive Offices) (Zip Code)

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

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))

Item 8.01. Other Events.

On August 7, 2015, DiamondRock Hospitality Company (the "Company") filed a new prospectus supplement with the Securities and Exchange Commission (the "SEC") with respect to the Company's existing at-the-market equity offering program (the "ATM Program") pursuant to which the Company may issue and sell shares of the Company's common stock, par value \$0.01 per share, having an aggregate offering price of up to \$200,000,000 (the "Shares") from time to time. The new prospectus supplement was filed as a result of the Company's filing with the SEC on August 7, 2015 of a new universal shelf registration statement on Form S-3 (File No. 333-206255), which replaced the Company's previously filed universal shelf registration statement on Form S-3 (File No. 333-183248). As of June 30, 2015, the Company has offered and sold Shares under the ATM Program with an aggregate offering price of \$71,745,000.

On August 7, 2015, the Company entered into amendments (the "Amendments") with each of Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Robert W. Baird & Co. Incorporated and Wells Fargo Securities, LLC, as sales agents (the "Agents"), to its distribution agreements (the "Distribution Agreements") dated as of November 24, 2014 with each of the Agents, which provide, among other matters, that any offers and sales of Shares remaining under the existing ATM Program shall be made pursuant to the new prospectus supplement.

The form of the Amendment is filed as Exhibit 1.1 to this Current Report on Form 8-K. The description of the Amendments does not purport to be complete and is qualified in its entirety by reference to the form of Amendment filed herewith as an exhibit to this Current Report on Form 8-K.

In connection with the filing of the form of Amendment, the Company is filing as Exhibit 5.1 hereto the opinion of its counsel, Goodwin Procter LLP.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there been any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Form of Amendment to Distribution Agreements, dated August 7, 2015, by and among the Company, DiamondRock Hospitality Limited Partnership and each of the Agents.
5.1	Opinion of Goodwin Procter LLP with respect to the legality of the Shares.
23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).

2

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

Date: August 7, 2015

By /s/ William J. Tennis
William J. Tennis
Executive Vice President, General Counsel and
Corporate Secretary

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	Form of Amendment to Distribution Agreements, dated August 7, 2015, by and among the Company, DiamondRock Hospitality Limited Partnership and each of the Agents.
5.1	Opinion of Goodwin Procter LLP with respect to the legality of the Shares.
23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).

4

DIAMONDROCK HOSPITALITY COMPANY

FORM OF AMENDMENT NO. 1

TO

DISTRIBUTION AGREEMENT

August 7, 2015

[]

Ladies and Gentlemen:

Reference is made to the Distribution Agreement, dated November 24, 2014 (the "**Distribution Agreement**"), by and among [] (the "**Sales Agent**"), DiamondRock Hospitality Company, a Maryland corporation (the "**Company**"), and DiamondRock Hospitality Limited Partnership, a Delaware limited partnership (the "**Partnership**" and together with the Company, the "**Transaction Entities**"), pursuant to which the Company agreed to sell from time to time through the Sales Agent, acting as agent and/or principal, up to an aggregate of \$200,000,000 of shares of the Company's common stock, par value \$0.01 per share. All capitalized terms used in this Amendment No. 1 to the Distribution Agreement by and among the Sales Agent and the Transaction Entities (this "**Amendment**") and not otherwise defined shall have the respective meanings assigned to them in the Distribution Agreement. The Sales Agent and the Transaction Entities agree as follows:

A. Amendments to Distribution Agreement. The Distribution Agreement is amended as follows:

1. The first sentence to the second paragraph of the opening section of the Distribution Agreement is hereby deleted and replaced with the following:

"The Company has filed with the Securities and Exchange Commission (the "**Commission**") an automatic shelf registration statement on Form S-3 (No. 333-183248) on August 12, 2012 (the "**2012 Registration Statement**") and an automatic shelf registration statement on Form S-3 (No. 333-206255) on August 7, 2015 (the "**2015 Registration Statement**") for the registration of the Shares and other securities of the Company under the Securities Act of 1933, as amended, and the rules and regulations of the Commission thereunder (collectively, the "**Securities Act**"). References to "Registration Statement" shall mean (a) prior to August 7, 2015, the 2012 Registration Statement and (b) on or after August 7, 2015, the 2015 Registration Statement."

2. The definition of "Basic Prospectus" in the third sentence to the second paragraph of the opening section of the Distribution Agreement is hereby deleted and replaced with the following:

"**Basic Prospectus**" means, at any given time, the prospectus included in the Registration Statement, including the documents incorporated by reference therein;"

3. The second sentence to the third paragraph of the opening section of the Distribution Agreement is hereby deleted and replaced with the following:

"The Partnership directly or indirectly owns hotels as described in the Prospectus (individually a "**Hotel**" and collectively, the "**Hotels**")."

4. The first sentence of the last paragraph to the opening section of the Distribution Agreement is hereby deleted and replaced with the following:

"The Company has also entered into three separate distribution agreements, dated as of November 24, 2014, as amended by Amendment No. 1 to such agreements, dated as of even date herewith (as amended, each an "**Alternative Distribution Agreement**" and together, the "**Alternative Distribution Agreements**"), with each of [] (each, an "**Alternative Agent**" and together with the Sales Agent, the "**Agents**")."

5. Section (A) to the first sentence to Section 3(a) of the Distribution Agreement is hereby deleted and replace with the following:

"At the time of the initial filing of the Registration Statement and on the date of this Agreement,"

6. Section 6(b) of the Distribution Agreement shall be amended to add, after the last sentence of such section, "Each Bring-Down Delivery Date, the Company shall, unless the Sales Agent agrees otherwise, furnish or cause to be furnished to the Sales Agent an opinion, dated and delivered as of the applicable Bring-Down Delivery Date, of the same tenor as the opinion referred to in Section 5(a)(v) hereof, modified as necessary to relate to the Registration Statement, the Prospectus or any Permitted Free Writing Prospectus as amended and supplemented to the time of delivery of such opinion, or, in lieu of such opinion, a letter substantially to the effect that the Sales Agent may rely on the opinion referred to in Section 5(a)(v), furnished to the Sales Agent, to the same extent as though they were dated the date of such opinion (except that such statements in such last opinion shall be deemed to relate to the Registration Statement, the Prospectus or any Permitted Free Writing Prospectus as amended and supplemented to the time of delivery of such opinion).

7. The last sentence of Section 8(c) of the Distribution Agreement is hereby deleted and replaced with the following:

"For avoidance of doubt, the Company shall be under no obligation to file a new shelf registration statement on Form S-3 upon the expiration of the Registration Statement."

- 8. The first sentence of the Form of Terms Agreement attached as Exhibit A to the Distribution Agreement shall be amended to add “, as amended on August 7, 2015” immediately before “(the “Distribution Agreement”)”.
- 9. The first sentence of the Form of Transaction Notice attached as Exhibit B to the Distribution Agreement shall be amended to add “, as amended on August 7, 2015” immediately before “(the “Agreement”)”.
- B. Prospectus Supplement. The Company agrees to file a 424(b) Prospectus Supplement reflecting this Amendment on the date hereof.
- C. No Other Amendments. Except as set forth in Part A above, all the terms and provisions of the Distribution Agreement shall continue in full force and effect.
- D. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or email transmission.

[Signature pages follow]

If the foregoing correctly sets forth the understanding among the parties hereto, please so indicate in the space provided below for that purpose, whereupon this Amendment shall constitute a binding agreement among the parties hereto.

Very truly yours,

DIAMONDROCK HOSPITALITY COMPANY

By: _____
 Name:
 Title:

DIAMONDROCK HOSPITALITY LIMITED PARTNERSHIP

By: DiamondRock Hospitality Company, its general partner
 By: _____
 Name:
 Title:

[Signature Page to Amendment No. 1 to Distribution Agreement]

ACCEPTED as of the date first-above written:

[]
 By: _____
 Name:
 Title:

[Signature Page to Amendment No. 1 to Distribution Agreement]

August 7, 2015

DiamondRock Hospitality Company
3 Bethesda Metro Center
Suite 1500
Bethesda, Maryland 20814

Re: Securities Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to DiamondRock Hospitality Company, a Maryland corporation (the "Company"), in connection with the Registration Statement on Form S-3 (File No. 333-206255) (as amended or supplemented, the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and the prospectus supplement, dated August 7, 2015 (the "Prospectus Supplement"), filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act relating to the offering of up to \$200,000,000 in shares (the "Shares") of the Company's common stock, \$0.01 par value per share ("Common Stock"). The Shares are being offered and sold by the sales agents named in, and pursuant to, sales agreements, as amended, among the Company and such sales agents (the "Sales Agreements").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that the Shares are issued for a price per share equal to or greater than the minimum price authorized by the Company's board of directors prior to the date hereof (the "Minimum Price") and, in the future, the Company does not issue shares of Common Stock or reduce the total number of shares of Common Stock that the Company is authorized to issue under its the Articles of Amendment and Restatement of the Company, as amended (the "Articles") such that the number of authorized but unissued shares of Common Stock under the Company's Articles is less than the number of unissued Shares that may be issued for the Minimum Price.

The opinion set forth below is limited to the Maryland General Corporation Law (which includes reported judicial decisions interpreting the Maryland General Corporation Law).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued, delivered and paid for in accordance with the Sales Agreements and in exchange for a price per share equal to or greater than the Minimum Price authorized by the Company's board of directors, will be validly issued, fully paid and nonassessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion letter as an exhibit to the Current Report and its incorporation by reference and the reference to our firm in that Current Report. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP