

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
DiamondRock Hospitality Company		20-1180098	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Sean M. Mahoney, CFO	240-744-1150	sean.mahoney@drhc.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
3 Bethesda Metro Center, Suite 1500		Bethesda, MD 20814	
<b>8</b> Date of action		<b>9</b> Classification and description	
04/04/2012		Common Stock, \$0.01 par value	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
252784 and U25268	N/A	DRH	N/A

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

DiamondRock Hospitality Company made a cash distribution of \$0.08 per share on April 4, 2012 to each of its common stockholders of record on March 23, 2012.

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**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.017787. As such, each stockholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the stockholder's share of the return of capital distributions or the stockholder's tax basis in such common stock.

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**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

The change in basis was determined by comparing the cash distributions made by DiamondRock Hospitality Company during the 2012 calendar year to the amount of DiamondRock Hospitality Company's 2012 current earnings and profits determined under Sections 312 and 316. The total cash distributions on the common shares made during the calendar year were \$55,879,438 and the 2012 current earnings and profits were \$43,455,495, resulting in a total return of capital for the tax year 2012 attributable to all of the common stockholders in the amount of \$12,423,943. Accordingly, the return of capital percentage is 22.233% (\$12,423,943 / \$55,879,438 = 22.233%).

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**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
Sections 301, 312 and 316.

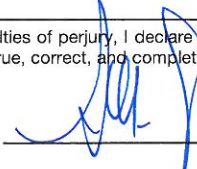
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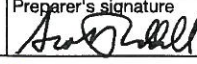
18 Can any resulting loss be recognized? ▶  
No loss can be recognized as a result of the cash distributions to the common stockholders.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The reporting tax year is the 2012 calendar year.

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**Sign Here**  
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.  
Signature ▶  Date ▶ 2/6/13  
Print your name ▶ Sean M. Mahoney Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Scott A. Riddell		02/06/2013		P00642363
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶ 34-6565596		Phone no. (703) 747-1000	
	Firm's address ▶ 8484 Westpark Drive, McLean, VA 22102				

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name <u>DiamondRock Hospitality Company</u>		<b>2</b> Issuer's employer identification number (EIN) <u>20-1180098</u>	
<b>3</b> Name of contact for additional information <u>Sean M. Mahoney, CFO</u>	<b>4</b> Telephone No. of contact <u>240-744-1150</u>	<b>5</b> Email address of contact <u>sean.mahoney@drhc.com</u>	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact <u>3 Bethesda Metro Center, Suite 1500</u>		<b>7</b> City, town, or post office, state, and Zip code of contact <u>Bethesda, MD 20814</u>	
<b>8</b> Date of action <u>05/29/2012</u>		<b>9</b> Classification and description <u>Common Stock, \$0.01 par value</u>	
<b>10</b> CUSIP number <u>252784 and U25268</u>	<b>11</b> Serial number(s) <u>N/A</u>	<b>12</b> Ticker symbol <u>DRH</u>	<b>13</b> Account number(s) <u>N/A</u>

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶  
DiamondRock Hospitality Company made a cash distribution of \$0.08 per share on May 29, 2012 to each of its common stockholders of record on May 15, 2012.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶  
A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.017787. As such, each stockholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the stockholder's share of the return of capital distributions or the stockholder's tax basis in such common stock.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶  
The change in basis was determined by comparing the cash distributions made by DiamondRock Hospitality Company during the 2012 calendar year to the amount of DiamondRock Hospitality Company's 2012 current earnings and profits determined under Sections 312 and 316. The total cash distributions on the common shares made during the calendar year were \$55,879,438 and the 2012 current earnings and profits were \$43,455,495, resulting in a total return of capital for the tax year 2012 attributable to all of the common stockholders in the amount of \$12,423,943. Accordingly, the return of capital percentage is 22.233% (\$12,423,943 / \$55,879,438 = 22.233%).

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
Sections 301, 312 and 316.

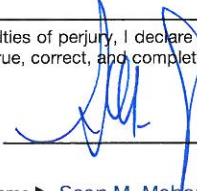
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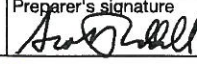
18 Can any resulting loss be recognized? ▶  
No loss can be recognized as a result of the cash distributions to the common stockholders.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The reporting tax year is the 2012 calendar year.

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Signature ▶  Date ▶ 2/6/13  
Print your name ▶ Sean M. Mahoney Title ▶ CFO

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	Scott A. Riddell		02/06/2013		P00642363
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶ 34-6565596		Phone no. (703) 747-1000	
	Firm's address ▶ 8484 Westpark Drive, McLean, VA 22102				

**Report of Organizational Actions  
Affecting Basis of Securities**

► See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  DiamondRock Hospitality Company		<b>2</b> Issuer's employer identification number (EIN)  20-1180098	
<b>3</b> Name of contact for additional information  Sean M. Mahoney, CFO	<b>4</b> Telephone No. of contact  240-744-1150	<b>5</b> Email address of contact  sean.mahoney@drhc.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  3 Bethesda Metro Center, Suite 1500		<b>7</b> City, town, or post office, state, and Zip code of contact  Bethesda, MD 20814	
<b>8</b> Date of action  09/19/2012		<b>9</b> Classification and description  Common Stock, \$0.01 par value	
<b>10</b> CUSIP number  252784 and U25268	<b>11</b> Serial number(s)  N/A	<b>12</b> Ticker symbol  DRH	<b>13</b> Account number(s)  N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ►  
DiamondRock Hospitality Company made a cash distribution of \$0.08 per share on September 19, 2012 to each of its common stockholders of record on September 7, 2012.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ►  
A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.017787. As such, each stockholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the stockholder's share of the return of capital distributions or the stockholder's tax basis in such common stock.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ►  
The change in basis was determined by comparing the cash distributions made by DiamondRock Hospitality Company during the 2012 calendar year to the amount of DiamondRock Hospitality Company's 2012 current earnings and profits determined under Sections 312 and 316. The total cash distributions on the common shares made during the calendar year were \$55,879,438 and the 2012 current earnings and profits were \$43,455,495, resulting in a total return of capital for the tax year 2012 attributable to all of the common stockholders in the amount of \$12,423,943. Accordingly, the return of capital percentage is 22.233% (\$12,423,943 / \$55,879,438 = 22.233%).

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
Sections 301, 312 and 316.

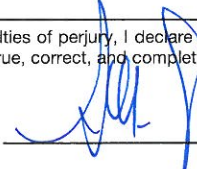
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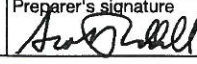
18 Can any resulting loss be recognized? ▶  
No loss can be recognized as a result of the cash distributions to the common stockholders.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The reporting tax year is the 2012 calendar year.

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Signature ▶  Date ▶ 2/6/13  
Print your name ▶ Sean M. Mahoney Title ▶ CFO

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	Scott A. Riddell		02/06/2013		P00642363
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶ 34-6565596		Phone no. (703) 747-1000	
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**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
DiamondRock Hospitality Company		20-1180098	
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3 Bethesda Metro Center, Suite 1500		Bethesda, MD 20814	
<b>8</b> Date of action		<b>9</b> Classification and description	
01/10/2012		Common Stock, \$0.01 par value	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
252784 and U25268	N/A	DRH	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

DiamondRock Hospitality Company made a cash distribution of \$0.08 per share on January 10, 2012 to each of its common stockholders of record on December 30, 2011.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.017787. As such, each stockholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the stockholder's share of the return of capital distributions or the stockholder's tax basis in such common stock.

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**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
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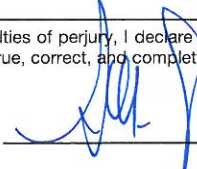
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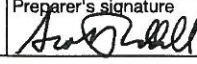
18 Can any resulting loss be recognized? ▶  
No loss can be recognized as a result of the cash distributions to the common stockholders.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The reporting tax year is the 2012 calendar year.

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