

April 6, 2005

VIA EDGAR AND VIA HAND DELIVERY

Elaine Wolff, Special Counsel
Michael McTiernan, Attorney-Advisor
Division of Corporation Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: **DiamondRock Hospitality Company**
Registration Statement on Form S-11 Filed March 1, 2005
Registration No. 333-12305

Dear Ms. Wolff and Mr. McTiernan:

This letter is submitted on behalf of DiamondRock Hospitality Company (the "Company") as a supplemental response to comments of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") with respect to the Company's Registration Statement on Form S-11 filed with the Commission on March 1, 2005 (the "Registration Statement"), as set forth in your letter, dated March 23, 2005 (the "Comment Letter"), to Mr. William McCarten, Chairman of the Board and Chief Executive Officer of the Company. The Company filed Amendment No. 1 to the Registration Statement ("Amendment No. 1") with the Commission on April 1, 2005, which includes changes to principally reflect responses to the Staff's comments, together with an initial response letter (the "Response Letter"). This letter supplements the Response Letter with respect to comment No. 3 by enclosing copies of the relevant portions of publications that support the demographic and market data that is referenced in the Registration Statement.

If you should have any questions regarding this response to comment No. 3 of the Comment Letter, please do not hesitate to call me at (617) 570-1306.

Sincerely,

/s/ Suzanne D. Lecaroz
Suzanne D. Lecaroz

Enclosures

cc: William W. McCarten
John L. Williams
Mark W. Brugger
Michael D. Schechter
Sean M. Mahoney
Gilbert G. Menna
David C. Wright
Cyane B. Crump
Richard Nadeau
Douglas Sweeney

DiamondRock Hospitality Company – Response to SEC Comment #3

#	Statement	S-11 Section	Tab	Support
1	<p>“We believe the hotel industry, as a whole, is continuing to recover from a pronounced downturn that occurred over the three-year period from 2001-2003. This recovery has been, and we expect it to continue to be, primarily driven by increased demand for hotel rooms. According to Smith Travel Research, demand for hotel rooms, measured by total rooms sold, increased by 0.3% in 2002, 1.5% in 2003 and 4.7% in 2004 and is projected to increase by 4.0% in 2005.”</p>	<p>Summary— Hotel Industry MD&A— Industry Trends and Outlook</p>	1	<p>The referenced statement is supported by the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1. According to the referenced chart, the pronounced downturn referenced in the Registration Statement is supported by a percentage change in demand for hotel rooms of -3.4% in 2001, 0.3% in 2002 and 1.5% in 2003. The recovery referenced in the Registration Statement is supported by a percentage increase in demand for hotel rooms of 4.7% in 2004 and a projected percentage increase in demand for hotel rooms of 4.0% in 2005.</p>
2	<p>“By comparison, hotel room supply grew by 1.6% in 2002, 1.2% in 2003 and 1.0% in 2004 and is projected to increase by 1.2% in 2005 as compared to its past 15-year historical annual average of 2.1%.”</p>	<p>Summary— Hotel Industry MD&A— Industry Trends and Outlook</p>	1 and 2	<p>The referenced statement with respect to percentage changes in hotel room supply in 2002, 2003 and 2004 and the projected percentage change in hotel room supply in 2005 is supported by the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1.</p> <p>The referenced statement with respect to the 15-year historical annual average (1990-2004) is supported by:</p> <ul style="list-style-type: none"> • the Smith Travel Research “United States: January 1987 to November 2004” Supply table set forth in Tab 2, which provides percentage changes in hotel room supply for 1990 to 2003; and • the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1, which provides the percentage change in hotel room supply for 2004.

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3	<p>“We expect that sustained growth in demand will result in continued improvement of hotel industry fundamentals. According to Smith Travel Research:</p> <ul style="list-style-type: none"> • occupancy increased by 3.7% in 2004 and is projected to increase by 2.8% in 2005; • ADR increased by 4.0% in 2004 and is projected to increase by 4.2% in 2005; and • RevPAR increased by 7.8% in 2004 and is projected to increase by 7.1% in 2005.” 	<p>Summary— Hotel Industry</p> <p>MD&A— Industry</p> <p>Trends and Outlook</p> <p>Hotel Industry</p>	3	<p>The referenced statement with respect to a continued improvement of hotel industry fundamentals is supported by the Smith Travel Research “US Lodging Industry Overview – Projections” charts set forth in Tab 3 which provide:</p> <ul style="list-style-type: none"> • occupancy for 2004 and projected occupancy for 2005; • percentage change in ADR for 2004 and projected percentage change in ADR for 2005; and • percentage change in RevPAR for 2004 and projected percentage change in RevPAR for 2005. <p>For the purposes of calculating percentage changes in occupancy for 2004, the 2003 data from the referenced chart is subtracted from the 2004 data from the referenced chart and divided by the 2003 data. For example, according to Smith Travel Research, occupancy was 59.1% in 2003 and 61.3% in 2004, resulting in a percentage increase of 3.7% ($(61.3\% - 59.1\% / 59.1\% = .037, \text{ or } 3.7\%)$). The projected occupancy percentage increase for 2005 was similarly calculated.</p>

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<u>#</u>	<u>Statement</u>	<u>S-11 Section</u>	<u>Tab</u>	<u>Support</u>
4	Chart entitled “U.S. Hotel Industry – Annual Historical and Projected Change in RevPAR, Room Demand and Room Supply”	Summary— Hotel Industry	1, 2 and 3	<p>The referenced chart, which sets forth percentage changes in RevPAR, room demand and room supply for 1998 to 2004 and the projected percentage change in RevPAR, room demand and room supply for 2005 is supported by:</p> <ul style="list-style-type: none"> the Smith Travel Research “United States: January 1987 to November 2004” RevPAR, Supply and Demand tables set forth in Tab 2, which provide percentage changes in RevPAR, supply and demand for 1990 to 2003; the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1, which provides the percentage changes in supply and demand in 2004 and the projected percentage changes in supply and demand in 2005; and the Smith Travel Research “US Lodging Industry Overview – Projections” RevPAR Percent Change chart set forth in Tab 3, which provides the percentage change in RevPAR in 2004 and the projected percentage change in RevPAR in 2005.
5	“We believe that the U.S. hotel industry is continuing to recover from the severe effects of an economic slowdown and reduction in travel following the terrorist attacks of September 11, 2001, which led to declines in room rates as hotels competed more aggressively for fewer guests. As a result, hotel industry RevPAR and operating performance declined substantially in the period 2001 to 2003.”	Hotel Industry	2	<p>The referenced statement is supported by the Smith Travel Research “United States: January 1987 to November 2004” ADR, RevPAR and Revenue tables set forth in Tab 2. The referenced statement:</p> <ul style="list-style-type: none"> with respect to declines in room rates is supported by the relatively low or negative ADR percentage changes in 2001 to 2003; and with respect to declines in operating performance is supported by the relatively low or negative revenue percentage changes in 2001 to 2003. <p>See also #1 above.</p>

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6	“Room rates, occupancy and RevPAR typically increase when demand growth exceeds supply growth.”	Hotel Industry	2	<p>The referenced statement is supported by the Smith Travel Research “United States: January 1987 to November 2004” ADR, Occupancy, RevPAR, Demand and Supply tables set forth in Tab 2.</p> <p>As indicated in the referenced tables and as summarized in the table below, according to Smith Travel Research, during the period of time from 1998-2003, for each year in which demand exceeded supply growth, the percentage changes in ADR, occupancy and RevPAR were positive.</p> <table border="1"> <thead> <tr> <th>Year</th> <th>ADR (% change)</th> <th>Occupancy (% change)</th> <th>RevPAR (% change)</th> </tr> </thead> <tbody> <tr> <td>1988</td> <td>3.5</td> <td>0.1</td> <td>3.6</td> </tr> <tr> <td>1989</td> <td>4.0</td> <td>1.2</td> <td>5.2</td> </tr> <tr> <td>1992</td> <td>1.4</td> <td>1.0</td> <td>2.5</td> </tr> <tr> <td>1993</td> <td>2.4</td> <td>1.4</td> <td>3.8</td> </tr> <tr> <td>1994</td> <td>3.8</td> <td>1.8</td> <td>5.6</td> </tr> <tr> <td>1995</td> <td>4.8</td> <td>0.4</td> <td>5.3</td> </tr> <tr> <td>2000</td> <td>5.5</td> <td>0.7</td> <td>6.1</td> </tr> <tr> <td>2003</td> <td>0.2</td> <td>0.3</td> <td>0.4</td> </tr> </tbody> </table>	Year	ADR (% change)	Occupancy (% change)	RevPAR (% change)	1988	3.5	0.1	3.6	1989	4.0	1.2	5.2	1992	1.4	1.0	2.5	1993	2.4	1.4	3.8	1994	3.8	1.8	5.6	1995	4.8	0.4	5.3	2000	5.5	0.7	6.1	2003	0.2	0.3	0.4
Year	ADR (% change)	Occupancy (% change)	RevPAR (% change)																																					
1988	3.5	0.1	3.6																																					
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1993	2.4	1.4	3.8																																					
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1995	4.8	0.4	5.3																																					
2000	5.5	0.7	6.1																																					
2003	0.2	0.3	0.4																																					
7	“According to Smith Travel Research, Inc., demand for hotel rooms recently increased while growth in the supply of new hotel rooms slowed and is expected to remain at historically low levels for the next several years.”	Hotel Industry	1	<p>The referenced statement is supported by the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1.</p> <p>The referenced chart shows that the percent change in supply has fallen from 1.6% in 2002 and 1.2% in 2003 to 1.0% in 2004, and is projected to remain relatively low at 1.2% in 2005, while demand increased by 0.3% in 2002, 2.5% in 2003 and 4.7% in 2004, and is projected to increase by 4.0% in 2005.</p> <p>Furthermore, the projected 2005 supply percent change of 1.2% is relatively low compared to the 15-year historical annual average of (1990-2004) of 2.1% (see #2 above).</p>																																				

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#	Statement	S-11 Section	Tab	Support
8	<p>“...hotel room demand has historically been highly correlated with GDP growth. From 1988 to 2000, demand for hotel rooms grew at an average annual rate of approximately 2.6%, in line with the 3.3% average annual growth rate in GDP during the same period. However, a declining economy and the terrorist attacks of September 11, 2001 led to sharp declines in travel activities in 2001. Beginning in 2002, hotel room demand and GDP showed signs of improvement. Hotel room demand increased by 0.3% in 2002 and 1.5% in 2003, while GDP increased by 1.9% in 2002 and 3.0% in 2003. In 2004, the general economic and hotel room demand recovery continued, as hotel room demand increased by 4.7% and GDP increased by 4.4%. It is projected that hotel room demand will grow by 4.0% in 2005.”</p> <p>Chart entitled “U.S. Hotel Industry – Annual Change in Room Demand and GDP”</p>	Hotel Industry	1, 2 and 4	<p>The referenced statement with respect to the average annual growth rate in demand from 1988 to 2000 and the percentage change in demand for 2001, 2002 and 2003 is supported by the Smith Travel Research “United States: January 1987 to November 2004” Demand table set forth in Tab 2.</p> <p>The referenced statement with respect to the average annual growth rate in GDP from 1988 to 2000 and the percentage change in GDP for 2001, 2002, 2003 and 2004 is supported by the U.S. Department of Commerce, Bureau of Economic Analysis “Gross Domestic Product: Percent change from preceding period” table as set forth in Tab 4.</p> <p>The referenced statement with respect to the percentage change in demand for 2004 and projected percentage change in demand for 2005 is supported by the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1.</p> <p>The chart entitled “U.S. Hotel Industry – Annual Change in Room Demand and GDP” merely graphically summarizes the data supported by the sources set forth above.</p>
9	<p>“Historically, periods of weak hotel industry performance have been followed by a decrease in the growth of new hotel supply as availability of new development capital declines ... supply growth typically lags behind a hotel industry recovery.”</p>	Hotel Industry	1, 2 and 3	<p>The referenced statement is supported by the chart entitled “U.S. Hotel Industry – Annual Historical and Projected Change in RevPAR, Room Demand and Room Supply” in the Registration Statement, which, in turn, is supported by the data set forth in #4 above.</p> <p>According to the referenced chart and supporting data, weak hotel industry performance followed by a decrease in the growth of new hotel supply is indicated by (1) the decreasing RevPAR percent changes from 1989 to 1991, which were followed by decreasing supply percent changes until 1993 and (2) the bottoming out of RevPAR percent changes in 2001, which has been followed by a gradually declining supply percent change through 2004. Furthermore, the referenced chart and supporting data shows that RevPAR percent change peaked in 1996, which was followed by a peak in supply percent change in 1998.</p>

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10	<p>“...new hotel room supply growth averaged 2.6% annually from 1988 to 2000, which is an average growth rate that is approximately equal to the average growth rate for demand over the same period of time, but since 2001, hotel room supply increased by only 1.6% in 2002, 1.2% in 2003 and 1.0% in 2004. New hotel room supply is projected to grow by 1.2% in 2005, as compared to its past 15-year historical annual average of 2.1%.”</p> <p>Chart entitled “U.S. Hotel Industry – Annual Change in Hotel Room Supply”</p>	Hotel Industry	1 and 2	<p>The referenced statement and chart with respect to the average annual growth rate in supply from 1988 to 2000 and the percentage change in supply for 2001, 2002 and 2003 is supported by the Smith Travel Research “United States: January 1987 to November 2004” Supply table set forth in Tab 2.</p> <p>The referenced statement and chart with respect to the percentage change in supply for 2004 and projected percentage change in supply for 2005 is supported by the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1.</p> <p>The referenced statement with respect to the 15-year historical annual average (1990-2004) is supported by:</p> <ul style="list-style-type: none"> the Smith Travel Research “United States: January 1987 to November 2004” Supply table set forth in Tab 2, which provides percentage changes in hotel room supply for 1990 to 2003; and the Smith Travel Research “US Lodging Industry Overview – Projections” Supply/Demand Percent Change chart set forth in Tab 1, which provides the percentage change in hotel room supply for 2004.

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11	“RevPAR is generally higher in periods when room demand exceeds new supply growth.”	Hotel Industry	1, 2 and 3	The referenced statement is supported by the chart entitled “U.S. Hotel Industry – Annual Historical and Projected Change in RevPAR, Room Demand and Room Supply” in the Registration Statement, which, in turn, is supported by the data set forth in #4 above.

Furthermore, as indicated in the referenced chart and as summarized in the table below, according to Smith Travel Research, during the period of time from 1998-2003, years in which the percentage change in demand has exceeded the percentage change in supply tended to correlate with RevPAR percentage changes that were relatively higher.

Year	Demand Exceed Supply?	RevPAR (% change)
1988	Yes	3.6
1989	Yes	5.2
1990	No	2.1
1991	No	-2.4
1992	Yes	2.5
1993	Yes	3.8
1994	Yes	5.6
1995	Yes	5.3
1996	No	6.1
1997	No	4.7
1998	No	3.3
1999	No	2.7
2000	Yes	6.1
2001	No	-6.9
2002	No	-2.7
2003	Yes	0.4

The average RevPAR percent change for those years set forth above in which the percentage change in demand exceeded the percentage change in supply was 4.06% while the average RevPAR percent change for those years set forth above in which the percentage change in demand did not exceed the percentage change in supply was 0.86%

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#	Statement	S-11 Section	Tab	Support
12	<p>“In 2001 and 2002, hotel room demand declined significantly below new room supply, resulting in RevPAR declines of 6.9% in 2001 and 2.7% in 2002. The aggregate percentage decline over this two-year period substantially surpassed the aggregate percentage decline for the 1990-91 period, previously considered one of the worst periods in the modern history of the U.S. hotel industry. We believe the industry is recovering in a pattern similar to that following the post-1991 decline. In 2003, hotel room demand stabilized and RevPAR increased 0.4%. In 2004, hotel demand increased significantly, leading to a significant increase in RevPAR of 7.8%, and RevPAR growth of 7.1% is projected for 2005.”</p>	Hotel Industry	1, 2 and 3	<p>The referenced statement is supported by the chart entitled “U.S. Hotel Industry – Annual Historical and Projected Change in RevPAR, Room Demand and Room Supply” in the Registration Statement, which, in turn, is supported by the data set forth in #4 above.</p>
13	<p>“The hotel industry has operated more efficiently over the past decade, notwithstanding the significant industry downturn of 2001-2003. Periods of strong RevPAR growth tend to be characterized by increases in gross operating margin, or GOP margins, while periods of slower RevPAR growth or periods of RevPAR decline tend to be characterized by GOP margin decreases. For example, from 2000 through 2003, GOP margins declined from 39.1% to 35.0% as RevPAR declined by an average of 3.1% annually.”</p>	Hotel Industry	5	<p>The referenced statement and chart with respect to the RevPAR growth data is supported by the Smith Travel Research “United States: January 1987 to November 2004” RevPAR table set forth in Tab 5, which provides RevPAR averages for 1990 to 2003.</p> <p>The referenced statement and chart with respect to GOP margins is supported by the Smith Travel Research “US Lodging Industry Overview” Estimated Revenue and Profitability chart set forth in Tab 5, which provides GOP margins for 1990 to 2003.</p>
14	<p>Chart entitled “RevPAR Indices of Selected Marriott Brands”</p>	Our Business— Our Competitive Strengths	6	<p>The referenced chart is supported by the Marriott International, Inc. presentation at the Deutsche Bank Hospitality and Gaming Conference in November 2004, which presents the Marriott brands’ RevPAR premiums through September 2004, as set forth in Tab 6.</p>
15	<p>“The hotel benefits from the fact that hotel room supply growth in Los Angeles has remained at relatively low levels, averaging only 0.62 percent per year between 1992 and 2003.”</p>	Our Properties— Our Initial Properties— Torrance Marriott	7	<p>The referenced statement with respect to the average hotel room supply growth in Los Angeles between 1992 and 2003 is supported by the Smith Travel Research “Los Angeles-Long Beach, CA: January 1987 to August 2004” Supply table set forth in Tab 7.</p> <p>Please note that the Company will delete the reference to the New York City market in the next pre-effective Amendment to the Registration Statement.</p>



