
**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):
February 4, 2013**

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))
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ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 6, 2013, DiamondRock Hospitality Company (the “Company”) announced that John L. Williams will be retiring from his position as President and Chief Operating Officer of the Company effective no later than May 1, 2013. The Company, in its discretion, may accelerate the effective date of Mr. Williams’ retirement to an earlier date.

As previously disclosed, the Company and Mr. Williams are parties to a Severance Agreement, dated as of March 9, 2007, as amended (the “Severance Agreement”), and subject to the Company’s receipt of satisfactory documentation from Mr. Williams, Mr. Williams will be entitled to the payments and benefits under Section 3(b) of the Severance Agreement, including the immediate vesting of both his time-based restricted stock awards and subject to future Company performance, his market stock units. If requested by Mr. Williams, the Company will pay all or a portion, in the Company’s discretion, of such payments and benefits prior to the time specified in the Severance Agreement, subject to the Company’s receipt of such satisfactory documentation from Mr. Williams.

The Company currently expects that it will record a non-recurring charge during the first quarter of 2013 in connection with the payment of the payments and benefits described above.

The Board appointed Mark W. Brugger, Chief Executive Officer, to also serve as President of the Company, effective upon the effective date of Mr. Williams’ retirement. Mr. Brugger, age 43, has served as the Company’s Chief Executive Officer since September 1, 2008 and is a member of the Board. Previously, Mr. Brugger served as the Company’s Executive Vice President, Chief Financial Officer and Treasurer since the Company’s formation in 2004 until he was promoted to Chief Executive Officer. Prior to helping to form the Company, Mr. Brugger served for five years as Vice President, Project Finance at Marriott International. Mr. Brugger will also perform the duties previously performed by Mr. Williams in the interim until a successor can be identified. The Company has engaged Ferguson Partners to conduct a nationwide search for a successor to Mr. Williams.

ITEM 7.01. Regulation FD Disclosure.

On February 6, 2013, the Company issued a press release announcing the retirement of Mr. Williams from his position as President and Chief Operating Officer of the Company. A copy of that press release is attached to this Current Report on Form 8-K (“Current Report”) as Exhibit 99.1 and is incorporated by reference herein. The press release has also been posted in the investor relations/presentations section of the Company’s website at www.drhc.com.

The information in this Item 7.01 of this Current Report, 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 that Section. The information in Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

ITEM 9.01. Financial Statements and Exhibits.

See Index to Exhibits attached hereto.

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: February 6, 2013

By: /s/ William J. Tennis

William J. Tennis

Executive Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press release dated February 6, 2013

* Furnished herewith

† The description of the Severance Agreement in Item 5.02 of this Current Report on Form 8-K (“Item 5.02”) is qualified in its entirety by reference to the Severance Agreement filed as Exhibit 10.13 to the Company’s Quarterly Report on Form 10-Q on April 30, 2012 and the Form of Amendment to Severance Agreement filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q on May 3, 2011, which are incorporated into Item 5.02 by reference. The description of the market stock units in Item 5.02 is qualified in its entirety by reference to the form of Market Stock Unit Agreement filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K on March 9, 2010, which is incorporated into Item 5.02 by reference.

**COMPANY CONTACT**

Sean Mahoney
(240) 744-1150

FOR IMMEDIATE RELEASE**DiamondRock Hospitality Company Announces Retirement of John L. Williams**

BETHESDA, MD – February 6, 2013 – DiamondRock Hospitality Company (the “Company”) (NYSE: DRH) today announced that John L. Williams will be retiring from his position as President and Chief Operating Officer of the Company effective May 1, 2013. The Company has engaged Ferguson Partners to conduct a nationwide search for a successor to Mr. Williams.

“John has had a remarkable career with over 30 years of dedicated service in the lodging industry. The Board and I want to thank John for his many contributions to the Company, which he helped found in 2004. He has been instrumental in building DiamondRock into one of the leading public lodging real estate companies,” said Mark W. Brugger, the Chief Executive Officer of DiamondRock Hospitality Company. “With his strong real estate skills and extensive lodging experience, John helped assemble our current world class hotel portfolio, concentrated in many of the most desirable markets in the United States. Moreover, he has helped mentor and develop talented asset managers and investment specialists to position the Company for future growth. We expect to execute a smooth transition and are confident in the plans we have in place to drive shareholder value.”

About the Company

DiamondRock Hospitality Company is a self-advised real estate investment trust (REIT) that is an owner of premium hotel properties. The Company owns 27 premium hotels with approximately 11,500 rooms and holds one senior mortgage loan. The Company’s hotels are generally operated under globally recognized brands such as Hilton, Marriott, and Westin. For further information, please visit DiamondRock Hospitality Company’s website at www.drhc.com.