

HERSHA HOSPITALITY TRUST  
Form 8-K  
May 08, 2012

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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): May 3, 2012

HERSHA HOSPITALITY TRUST  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation)

001-14765  
(Commission File Number)

251811499  
(IRS Employer Identification No.)

44 Hersha Drive  
Harrisburg, Pennsylvania 17102  
(Address and zip code of  
principal executive offices)

Registrant's telephone number, including area code: (717) 236-4400

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 Instructions 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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement

On May 3, 2012, Hersha Hospitality Trust (the “Company”) and Hersha Hospitality Limited Partnership entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., Raymond James & Associates, Inc. and UBS Securities LLC as the representatives of the several underwriters named on Schedule A to the underwriting agreement, relating to the issuance and sale of 24,000,000 Class A common shares of beneficial interest, at a public offering price of \$5.60 per share. Pursuant to the underwriting agreement, the Company granted the underwriters a 30-day option to purchase up to 3,600,000 additional common shares at the public offering price, less the underwriting discount. The closing of the issuance and sale of 24,000,000 common shares occurred on May 8, 2012.

The common shares being issued and sold pursuant to the underwriting agreement have been registered on the Company’s shelf registration statement on Form S-3 (File No. 333-174029), which was effective upon filing with the Securities and Exchange Commission on May 6, 2011.

The underwriting agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description of the material terms of the underwriting agreement is qualified in its entirety by reference to such exhibit. For a more detailed description of the underwriting agreement, see the disclosure under the caption “Underwriting (Conflicts of Interest)” contained in the Company’s prospectus supplement, dated May 3, 2012, which has been filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated by reference.

In connection with the filing of the underwriting agreement, the Company is filing as Exhibit 5.1 hereto an opinion of its counsel, Hunton & Williams LLP.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

1.1 Underwriting Agreement dated May 3, 2012

5.1 Opinion of Hunton & Williams LLP regarding the legality of the securities dated May 8, 2012

23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1)

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 thereunto duly authorized.

HERSHA HOSPITALITY TRUST

Date: May 8, 2012

By: /s/ Ashish R. Parikh  
Name: Ashish R. Parikh  
Title: Chief Financial Officer

Exhibit Index

| Exhibit No. | Description   |
|-------------|---|
| <u>1.1</u>  | Underwriting Agreement dated May 3, 2012  |
| <u>5.1</u>  | Opinion of Hunton & Williams LLP regarding the legality of the securities dated May 8, 2012 |
| 23.1        | Consent of Hunton & Williams LLP (included in Exhibit 5.1)                                  |

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