

ASHFORD HOSPITALITY TRUST INC
Form 8-K
February 25, 2011

**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 25, 2011
ASHFORD HOSPITALITY TRUST, INC.
(Exact name of registrant as specified in its charter)**

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|---|-----------------------------|---|
| Maryland | 001-31775 | 86-1062192 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS employer identification number) |
| 14185 Dallas Parkway, Suite 1100 Dallas, Texas | | 75254 |
| (Address of principal executive offices) | | (Zip code) |

Registrant's telephone number, including area code (972) 490-9600

Check the appropriated box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14-a-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 7.01 REGULATION FD DISCLOSURE

On February 24, 2011, Ashford Hospitality Trust, Inc. (the Company) issued a press release announcing that it has completed the sale of the JW Marriott San Francisco for \$96.0 million in cash.

The press release is attached hereto as Exhibit 99.1

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit
Number

- 99.1 Press Release of the Company, dated February 24, 2011, furnished under Item 7.01, announcing the sale of the JW Marriott San Francisco for \$96.0 million in cash.
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 25, 2011

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General

Counsel