

BROOKS DAVID A
 Form 4
 March 22, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKS DAVID A

2. Issuer Name and Ticker or Trading Symbol
**ASHFORD HOSPITALITY TRUST
 INC [AHT]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CTO, GC and Secretary

(Last) (First) (Middle)
 14185 DALLAS PARKWAY,
 SUITE 1100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/20/2018

DALLAS, TX 75254

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | Code V | Amount | (A) or (D) | Price \$ | |
| Common Stock | 03/20/2018 | | F ⁽¹⁾ | 12,909 | D | 6.69 | 823,130 | D |
| | | | | | | <u>(1)</u> | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Stock Units (2018) ⁽²⁾ ⁽³⁾ | \$ 0 ⁽²⁾ | | | | | 03/14/2021 03/14/2021 | Common Stock ⁽²⁾ | ⁽⁴⁾ |
| Performance Stock Units(2017) ⁽²⁾ ⁽³⁾ | \$ 0 ⁽²⁾ | | | | | 03/24/2020 03/24/2020 | Common Stock ⁽²⁾ | ⁽⁴⁾ |
| Performance Stock Units (2016) ⁽²⁾ ⁽³⁾ | \$ 0 ⁽²⁾ | | | | | 03/31/2019 03/31/2019 | Common Stock ⁽²⁾ | ⁽⁴⁾ |
| Special Limited Partnership Units ⁽⁵⁾ | \$ 0 ⁽⁵⁾ | | | | | ⁽⁵⁾ ⁽⁶⁾ | Common Stock ⁽⁵⁾ | ⁽⁵⁾ |
| Common Limited Partnership Units ⁽⁹⁾ | \$ 0 ⁽⁹⁾ | | | | | ⁽⁹⁾ ⁽⁶⁾ | Common Stock ⁽⁸⁾ | ⁽⁹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROOKS DAVID A 14185 DALLAS PARKWAY, SUITE 1100 DALLAS, TX 75254 | | | CTO, GC and Secretary | |

Signatures

/s/ David Brooks 03/22/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of common stock forfeited to the Issuer to satisfy certain tax-withholding obligations of the Reporting Person arising as a result of the vesting of restricted stock held by the Reporting Person. Represents the closing price of the common stock on March 20, 2018, the date of forfeiture.
- (2) Each performance stock unit ("Performance Stock Unit") award represents a right to receive between zero and two shares of the Issuer's common stock if and when the applicable vesting criteria have been achieved.
- (3) Represents a stock grant from the Issuer under the Issuer's 2011 Stock Incentive Plan.
- (4) Represents the target number of common stock shares that may be issued pursuant to the award of Performance Stock Units. The actual number of shares of common stock to be issued upon vesting can range from 0% to 200% of the target number of Performance Stock Units reported, based on achievement of specified relative and total stockholder returns of the Issuer. Assuming continued service through the vesting date and achievement of the specified relative and total stockholder returns, the Performance Stock Units, as adjusted, will generally vest on March 31, 2019 (with respect to the 2016 Performance Stock Units award), March 24, 2020 (with respect to the 2017 Performance Stock Units award), and March 14, 2021 (with respect to the 2018 Performance Stock Units award).
- (5) Represents special long-term incentive partnership units ("LTIP Units") in Ashford Hospitality Limited Partnership, the Issuer's operating subsidiary ("Subsidiary"). Vested LTIP Units, upon achieving parity with the Common Units (as defined below), are convertible into Common Units at the option of the Reporting Person. See Footnote 8 discussing the convertibility of the Common Units.
- (6) Neither the Common Units nor the LTIP Units have an expiration date.
- (7) Reflects the aggregate number of LTIP Units currently held by the Reporting Person following the LTIP Units award reported herein, and includes LTIP Units comprising awards previously granted to, and reported by, the Reporting Person. Such LTIP Units have different grant and vesting dates and include those which (i) may have achieved parity with the Common Units, (ii) have not yet achieved parity with the Common Units, (iii) are currently vested, or (iv) have not yet vested. Such LTIP Units have been combined herein solely for reporting purposes.
- (8) Reflects adjustment from number of units previously reported to give effect to the adoption of Amendment No. 5 to the Seventh Amended and Restated Agreement of Limited Partnership of the Subsidiary (the "Subsidiary Agreement Amendment"), which was adopted for the purpose of creating additional common partnership units of the Subsidiary and the recapitalization of the common partnership units so that the Conversion Factor (as defined in the Subsidiary Agreement Amendment) became 1.0.
- (9) Common Limited Partnership Units of the Subsidiary ("Common Units"). Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock on a 1-for-1 basis.
- (10) Reflects aggregate number of Common Units currently held by the Reporting Person, some of which have been converted from LTIP Units by the Reporting Person. See Footnote 9 discussing the convertibility of the Common Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.