

Ashford Inc  
Form 4/A  
November 14, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ASHFORD HOSPITALITY TRUST  
INC**

(Last) (First) (Middle)

**14185 DALLAS PARKWAY SUITE  
1100**

(Street)

**DALLAS, TX 75254**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Ashford Inc [AINC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/11/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**11/13/2014**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 11/11/2014                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 1,626,256                                                                                                          | A                                                                       | <u>(1)</u> 1,626,356                                              |
| Common<br>Stock                       | 11/11/2014                              |                                                             | J <sup>(2)</sup>                     |                                                                         | 100                                                                                                                | D                                                                       | <u>(2)</u> 1,626,256                                              |
| Common<br>Stock                       | 11/11/2014                              |                                                             | J <sup>(3)</sup>                     |                                                                         | 1,028,093                                                                                                          | D                                                                       | <u>(3)</u> 598,163                                                |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships                    |
|--------------------------------------------------------------------------------------|----------------------------------|
|                                                                                      | Director 10% Owner Officer Other |
| ASHFORD HOSPITALITY TRUST INC<br>14185 DALLAS PARKWAY SUITE 1100<br>DALLAS, TX 75254 | X                                |

## Signatures

ASHFORD HOSPITALITY TRUST, INC., By: David A. Brooks 11/13/2014

\*\*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) Reflects the Reporting Person's acquisition of the Issuer's shares of common stock by distribution from Ashford OP Limited Partner LLC, a wholly-owned subsidiary of the Reporting Person.
- (2) Reflects the redemption of One Hundred (100) shares of the Issuer's common stock from the Reporting Person for \$1,000.
- On or about November 12, 2014, the Reporting Person will distribute an aggregate of 1,028,093 shares of common stock of the Issuer that it owns to the Reporting Person's common stockholders of record as of the close of business on November 11, 2014. The
- (3) distribution will be made to such common stockholders on a pro rata basis by means of a share dividend pursuant to which each common stockholder of the Reporting Person will receive one share of Issuer common stock for every eighty-seven (87) shares of the Reporting Person's common stock held by such stockholder as of the close of business on November 11, 2014.

### Remarks:

Amendment to reflect correct number of shares acquired by the Reporting Person and to correct subsequent share balances, in

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: Ashford Inc - Form 4/A

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