Johnson Jay LeCoryelle Form 4/A March 20, 2019

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Johnson Jay LeCoryelle Issuer Symbol DiamondRock Hospitality Co [DRH] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O DIAMONDROCK 03/01/2019 below) HOSPITALITY COMPANY, 2 **EVP & Chief Financial Officer** BETHESDA METRO CENTER, **SUITE 1400** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 03/05/2019 Form filed by More than One Reporting BETHESDA, MD 20814

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Common stock, par  $0^{(1)}$ 03/01/2019  $A^{(1)}$ \$0  $26,647 \stackrel{(1)}{=}$ D (1) value \$0.01 per share

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

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# 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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or 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. Pri<br>Deriv<br>Secu<br>(Instr |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|-----------------------------------|
|   |   |   |   | Code V                                  | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                   |
| LTIP<br>Units (2)                                   | (3)   | 03/01/2019                              |   | A                                       | 37,559   | (3)(4)   | (3)                | Common<br>stock, par<br>value<br>\$0.01 per                   | 37,559                              | \$                                |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Jay LeCoryelle C/O DIAMONDROCK HOSPITALITY COMPANY 2 BETHESDA METRO CENTER, SUITE 1400 BETHESDA, MD 20814

**EVP & Chief Financial Officer** 

## **Signatures**

/s/ William J. Tennis, attorney-in-fact

03/20/2019

\*\*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).
- This amendment is being filed to correct the type of security granted to the reporting person. The original report stated that the reporting (1) person was granted restricted stock. Instead, he was granted LTIP units. Column 5 of Table 1 reflects the number of shares of the Issuer's common stock owned by the reporting person as of March 1, 2019.
- (2) Represents LTIP Units in DiamondRock Hospitality Limited Partnership ("DRHLP"), of which the Issuer is the general partner.
  - Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit will be converted automatically into a common unit of limited partnership interest in DRHLP ("Common OP Unit"). Each Common OP Unit
- (3) acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's common stock, except that the Issuer may, at its election, acquire each Common OP Unit so presented for one share of common stock. The conversion feature of vested LTIP Units and the redemption rights for Common OP Units do not have expiration dates.
- (4) The LTIP Units vest in three annual installments beginning on February 27, 2020.

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

Reporting Owners 2

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