

HERSHA HOSPITALITY TRUST  
Form 8-A12B  
May 27, 2016

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**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**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>   | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>6.50% Series D Cumulative Redeemable<br/>Preferred Shares of Beneficial Interest, \$0.01 par value<br/>per share (\$25.00 liquidation preference per share)</b> | <b>New York Stock Exchange</b>   |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates (if applicable): File No. 333-196175**

**Securities registered pursuant to Section 12(g) of the Act: None**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 6.50% Series D Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share (\$25.00 liquidation preference per share), of Hersha Hospitality Trust (the Registrant) to be registered hereunder is contained in the section entitled "Description of Series D Preferred Shares" in the Registrant's prospectus supplement, dated May 24, 2016, as filed with the U.S. Securities and Exchange Commission on May 26, 2016 pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended, and under "Description of Shares of Beneficial Interest" in the accompanying prospectus, which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 3.1        | Articles of Amendment and Restatement of the Declaration of Trust of Hersha Hospitality Trust, as amended and supplemented (filed with the SEC as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on May 2, 2013 and incorporated by reference herein). |
| 3.2*       | Articles Supplementary to the Declaration of Trust of Hersha Hospitality Trust designating the 6.50% Series D Cumulative Redeemable Preferred Shares, \$0.01 par value per share.  |
| 3.3        | Amended and Restated Bylaws of Hersha Hospitality Trust (filed with the SEC as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on February 15, 2012 and incorporated by reference herein).   |
| 4.1*       | Form of specimen certificate representing the 6.50% Series D Cumulative Redeemable Preferred Shares, \$0.01 par value per share.   |

\* Filed herewith.

**SIGNATURE**

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

**HERSHA HOSPITALITY TRUST**

Date: May 27, 2016

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

**Exhibit Index**

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