

Xenia Hotels & Resorts, Inc.
Form 4
February 06, 2015

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 *
BLOOM BARRY A N

(Last) (First) (Middle)

C/O XENIA HOTELS & RESORTS, INC., 200 S. ORANGE AVENUE, SUITE 1200

(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Xenia Hotels & Resorts, Inc. [XHR]

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

02/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

See Remarks

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 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)
Common Stock	02/04/2015		A	146 ⁽¹⁾ A	\$ 0 146	D	

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units	\$ 0 ⁽²⁾	02/04/2015		A		33,690		03/12/2017 ⁽³⁾	03/12/2017 ⁽³⁾	Common Stock	33,690
Share Units	\$ 0 ⁽²⁾	02/04/2015		A		42,831		⁽⁴⁾	⁽⁴⁾	Common Stock	42,831

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLOOM BARRY A N C/O XENIA HOTELS & RESORTS, INC. 200 S. ORANGE AVENUE, SUITE 1200 ORLANDO, FL 32801				See Remarks

Signatures

/s/ Marcel Verbaas as
Attorney-in-Fact 02/06/2015

__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).

Represents shares of Common Stock granted to the Reporting Person pursuant to the Xenia Hotels & Resorts, Inc., XHR Holding, Inc.

(1) and XHR LP 2015 Incentive Award Plan in order to satisfy certain state law requirements relating to obtaining liquor licenses for properties belonging to the Issuer.

(2) Each share unit represents the contingent right to receive one share of Common Stock.

The annual share units issued under the Xenia Hotels & Resorts, Inc. 2014 Share Unit Plan (the "2014 Share Unit Plan") vest and become payable on March 12, 2017. The annual share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject

(3) to earlier settlement upon termination of the Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award agreement or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

The contingent share units issued under the 2014 Share Unit Plan vest and become payable in three equal annual installments beginning on February 4, 2016. The contingent share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject

(4) to earlier settlement upon termination of the Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award agreement or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

Remarks:

Executive Vice President and Chief Operating Officer

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

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