

Chatham Lodging Trust  
Form 8-K  
February 08, 2011

**Table of Contents**

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 2, 2011**

**CHATHAM LODGING TRUST**

(Exact name of Registrant as specified in its charter)

**Maryland**

(State or Other Jurisdiction  
of Incorporation or Organization)

**001-34693**

(Commission File Number)

**27-1200777**

(I.R.S. Employer Identification No.)

**50 Coconut Row, Suite 216**

**Palm Beach, Florida**

(Address of principal executive offices)

**33480**

(Zip Code)

**(561) 802-4477**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 8.01. Other Events.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-1.1

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**Table of Contents**

**Item 8.01. Other Events.**

On February 2, 2011, Chatham Lodging Trust (the Company) and Chatham Lodging, L.P. entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc., as representative of the several underwriters named therein (the Underwriters), relating to the issuance and sale of 4,000,000 of the Company's common shares of beneficial interest (the Initial Shares), par value \$0.01 per share. The Company has granted, and the Underwriters have agreed to exercise, an option to purchase an additional 600,000 common shares of beneficial interest (together with the Initial Shares, the Shares), at the same price per share paid to the Company for the Initial Shares. The public offering price of the Shares is \$16.00 per share. The closing of the offering occurred on February 8, 2011.

The Shares were issued pursuant to the Company's registration statement on Form S-11 (File No. 333-170176) (the Form S-11), which was declared effective by the Securities and Exchange Commission (the SEC) on February 2, 2011.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption Underwriting contained in the Company's Prospectus, dated February 2, 2011, which has been filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and which disclosure is hereby incorporated by reference.

In connection with the filing of the Underwriting Agreement, the Company is incorporating by reference the opinion of its counsel, Venable LLP, and the opinion of its tax counsel, Hunton & Williams LLP, which were previously filed as Exhibit 5.1 and Exhibit 8.1, respectively, to the Form S-11.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 2, 2011, by and among Chatham Lodging Trust, Chatham Lodging, L.P. and Barclays Capital Inc.
5.1	Opinion of Venable LLP, incorporated by reference to Amendment No. 1 to the Registrant's Registration Statement on Form S-11 (File No. 333-170176), which was filed with the SEC on November 12, 2010
8.1	Tax Opinion of Hunton & Williams LLP, incorporated by reference to Amendment No. 1 to the Registrant's Registration Statement on Form S-11 (File No. 333-170176), which was filed with the SEC on November 12, 2010
23.1	Venable LLP Consent (included in Exhibit 5.1)
23.2	Hunton & Williams LLP Consent (included in Exhibit 8.1)

**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHATHAM LODGING TRUST  
(Registrant)**

Date: February 8, 2011

By: /s/ Dennis M. Craven  
Dennis M. Craven  
Executive Vice President and  
Chief Financial Officer

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**Table of Contents**

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