

ASHFORD HOSPITALITY TRUST INC

Form 8-K

March 10, 2005

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

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**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): March 9, 2005

**ASHFORD HOSPITALITY TRUST, INC.**

(Exact name of registrant as specified in its charter)

MARYLAND  
(State of Incorporation)

001-31775  
(Commission File Number)

86-1062192  
(I.R.S. Employer  
Identification  
Number)

14185 Dallas Parkway, Suite 1100  
Dallas, Texas  
(Address of principal executive offices)

75254  
(Zip code)

Registrant's telephone number, including area code: (972) 490-9600

Check the appropriate box 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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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On March 9, 2005, Ashford Hospitality Trust, Inc. (the Company ) issued a press release announcing its financial results for the fourth quarter ended December 31, 2004. A copy of the press release is attached hereto as Exhibit 99.1. On March 10, 2005, the Company held an earnings conference call for its fourth quarter ended December 31, 2004. A copy of the conference call transcript is attached hereto as Exhibit 99.2.

The information in this Form 8-K and Exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

ITEM 7.01 REGULATION FD DISCLOSURE

On March 9, 2005, the Company issued a press release announcing that its Board of Directors declared a cash dividend for its first quarter ended March 31, 2005, of approximately \$0.16 per diluted share, payable April 15, 2005, for common shareholders and units of limited partnership of record on March 31, 2005. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99.1 Fourth Quarter 2004 Earnings Press Release of the Company, dated March 9, 2005.

99.2 Fourth Quarter 2004 Earnings Conference Call Transcript of the Company, dated March 10, 2005.

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SIGNATURE

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

Dated: March 10, 2005

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID J. KIMICHIK  
David J. Kimichik  
Chief Financial Officer