Edgar Filing: HERSHA HOSPITALITY TRUST - Form 4

HERSHA H Form 4 March 30, 2	IOSPITALITY T	RUST										
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									```	OMB Number:	3235-0287	
Check the if no lon subject the Section Form 4	ger STATEN o STATEN 16. or	NGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: Estimated a purden hou esponse	ours per			
Form 5 obligation may cor <i>See</i> Instru- 1(b).	ons Section 17((a) of the I	Public U		ding Cor	npan	y Act	nge Act of 1934. of 1935 or Secti 940				
(Print or Type	Responses)											
Shah Jay H Symb				ERSHA HOSPITALITY TRUST				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Month/			ate of Earliest Transaction onth/Day/Year) 28/2017				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Executive Officer					
	Month/Day/Year) Applicable					or Joint/Group Filing(Check e) d by One Reporting Person by More than One Reporting						
HARRISB	URG, PA 17102							Person	y More	e than One K	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, o	r Beneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) and and (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form (D) (I)	wnership n: Direct or Indirect r. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benef	-		-	or indirectly.	ectio	n of s	EC 1474	

information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3) Price of Derivative Security			(Month/Day/Year)) (Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units	<u>(1)</u> (03/28/2017		A	64,180 (2)		<u>(1)</u>	<u>(1)</u>	Class A Common Shares of Beneficial Interest	64,180	(
Reporting Owners											
Reportin	ng Owner Name / Ac	ldress	ŀ	s							
		Director	10% Owner	Officer			Other				
Shah Jay H44 HERSHA DRIVEXHARRISBURG, PA 17102			Chief Executive Officer			r					
Sign	aturas										

Signatures

/s/ Ashish R. Parikh, as 03/30/2017 attorney-in-fact

**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).

LTIP Units are a class of limited partnership units in Hersha Hospitality Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner, and represent a profit interest in the Operating Partnership. Initially, the LTIP Units do not have full parity with the Operating Partnership's common units of limited partnership interest ("Common Units") with respect to liquidating distributions. Upon the occurrence of certain "book-up" events described in the Operating Partnership's partnership agreement, the LTIP Units can over

- (1) Upon the occurrence of certain book-up events described in the operating rathership's participant agreement, the LTP Units can over time achieve full parity with the Common Units for all purposes. If such parity is reached, vested LTIP Units are convertible into Common Units and, upon conversion and subject to the applicable holding period, may be redeemed for cash in an amount equal to the then fair market value of an equal number of the Issuer's common shares or converted into an equal number of the Issuer's common shares, as determined by the Issuer at its election.
- (2) Reflects restricted LTIP Units granted under the Amended and Restated Hersha Hospitality Trust 2012 Equity Incentive Plan in settlement of awards made to the Reporting Person under the 2016 annual long-term incentive program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.