

Chesapeake Lodging Trust
Form 8-K
December 13, 2010

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): December 10, 2010

CHESAPEAKE LODGING TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-34572
(Commission
File Number)

27-0372343
(IRS Employer
Identification No.)

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1997 Annapolis Exchange Parkway, Suite 410

Annapolis, MD
(Address of principal executive offices)

21401
(Zip Code)

Registrant's telephone number, including area code: (410) 972-4140

Not Applicable

(Former name or former address, if changed since 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 (see General Instruction A.2. below):

- ☐ 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))

Item 1.01. Entry into a Material Definitive Agreement.

On December 13, 2010, Chesapeake Lodging Trust (the "Company") announced that it had entered into a definitive agreement to acquire the 360-room Le Meridien San Francisco from HEI San Francisco LLC for a purchase price of \$143.0 million, plus customary pro-rated amounts and closing costs. The Company expects to fund the purchase price with a \$60.0 million term loan secured by the hotel that is expected to be funded at the closing of the acquisition, a \$45.0 million borrowing under its revolving credit facility, and remaining proceeds from its recent public offering, which was completed in October 2010. The Company currently anticipates that the transaction will close before the end of 2010, subject to satisfaction of customary closing conditions.

A copy of the Company's press release announcing this agreement is filed as Exhibit 99.1 to this report.

The Company has deposited \$8.0 million under the purchase and sale agreement (a "PSA"). The deposit is non-refundable except (i) in the event of a default under the PSA by the seller or (ii) as expressly otherwise provided by the PSA. Consummation of the transaction is subject to customary closing conditions, including without limitation (i) the accuracy of the seller's representations and warranties as of closing; (ii) the seller's performance of its obligations under the PSA; and (iii) the absence of condemnation proceedings or casualty events. There are no assurances that the conditions of the transaction will be met or that the transaction will be completed according to the anticipated schedule or at all.

Certain statements and assumptions in this report contain or are based upon forward-looking information and are being made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties. When we use the words will likely result, may, anticipate, estimate, should, expect, believe, intend, or similar expressions, we intend to identify forward-looking statements. Such forward-looking statements include, but are not limited to, ability to obtain a term loan secured by a mortgage on the hotel and expectations as to the expected mix of consideration to be paid and time for completing the transaction. Such statements are subject to numerous assumptions and uncertainties, many of which are outside our control. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. Incorporated by reference to the Exhibit Index filed herewith and incorporated herein by reference.

SIGNATURES

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

Date: December 13, 2010

CHESAPEAKE LODGING TRUST

By: /s/ GRAHAM J. WOOTTEN
Graham J. Wootten
Senior Vice President and Chief Accounting Officer

Exhibit Index

Exhibit Number	Exhibit Description
99.1	Press release issued December 13, 2010