

Sotherly Hotels Inc.
Form 8-K
April 29, 2016

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): April 25, 2016

SOTHERLY HOTELS INC.

SOTHERLY HOTELS LP

(Exact name of Registrant as Specified in Its Charter)

Maryland (Sotherly Hotels Inc.)	001-32379 (Sotherly Hotels Inc.)	20-1531029 (Sotherly Hotels Inc.)
Delaware (Sotherly Hotels LP) (State or Other Jurisdiction	001-36091 (Sotherly Hotels LP)	20-1965427 (Sotherly Hotels LP) (IRS Employer
of Incorporation)	(Commission File Number)	Identification No.)
410 W. Francis Street		23185

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Williamsburg, Virginia

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (757) 229-5648

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 Instructions 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 4.01 Changes in Registrant's Certifying Accountant.

The Audit Committee of the Board of Directors of Sotherly Hotels Inc., a Maryland corporation (the "Company") and the sole general partner of Sotherly Hotels LP, a Delaware limited partnership (the "Operating Partnership", and together with the Company, "we", "us" and "our"), has completed a competitive process to review the appointment of the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The Audit Committee invited several firms to participate in this process.

As a result of this process and following careful deliberation, on April 25, 2016, the Audit Committee appointed Dixon Hughes Goodman LLP ("DHG"), and the Company and the Operating Partnership entered into an engagement letter with DHG, and engaged DHG as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

During the Company's two most recent fiscal years (ended December 31, 2015 and 2014) and from January 1, 2016 to the date of this current report on Form 8-K, neither the Company, nor anyone on the Company's behalf, consulted DHG regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements or (ii) any other matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) or Regulation S-K) or a "reportable event" (as defined in Item 304(a)(1)(v) of Regulation S-K).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: April 29, 2016 SOTHERLY HOTELS INC.

By: /s/ Anthony E. Domalski
Anthony E. Domalski
Chief Financial Officer

SOTHERLY HOTELS LP

by its General Partner,
SOTHERLY HOTELS INC.

By: /s/ Anthony E. Domalski
Anthony E. Domalski
Chief Financial Officer