Ashford Hospitality Prime, Inc.
Form 3
October 29, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Ashford TRS Corp
(Last) (First) (Middle)

14185 DALLAS PARKWAY,Â SUITE 1100
(Street)

DALLAS,Â TXÂ 75254
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/29/2013

3. Issuer Name **and** Ticker or Trading Symbol
Ashford Hospitality Prime, Inc. [AHP]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100	D (1)	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashford TRS Corp 14185 DALLAS PARKWAY SUITE 1100 DALLAS,Â TXÂ 75254	Â	Â X	Â	Â
ASHFORD HOSPITALITY LP 14185 DALLAS PARKWAY SUITE 1100 DALLAS,Â TXÂ 75254	Â	Â X	Â	Â
ASHFORD HOSPITALITY TRUST INC 14185 DALLAS PARKWAY SUITE 1100 DALLAS,Â TXÂ 75254	Â	Â X	Â	Â

Signatures

/s/ DAVID KIMICHIK, PRESIDENT OF ASHFORD TRS CORPORATION	10/29/2013
**Signature of Reporting Person	Date
/s/ DAVID A. BROOKS, VICE PRESIDENT OF ASHFORD OP GENERAL PARTNER INC., THE GENERAL PARTNER OF ASHFORD HOSPITALITY LIMITED PARTNERSHIP	10/29/2013
**Signature of Reporting Person	Date
/s/ DAVID A. BROOKS, COO OF ASHFORD HOSPITALITY TRUST INC.	10/29/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The shares are directly owned by Ashford TRS Corporation, a wholly-owned subsidiary of Ashford Hospitality Limited Partnership ("Ashford Trust OP"), and Ashford Hospitality Trust, Inc. ("Ashford Trust") is (through its wholly-owned subsidiary) the general partner of Ashford Trust OP. Ashford Trust OP and Ashford Trust join this Form 3 to reflect the indirect ownership of the shares of the Issuer as a result of the control of Ashford Trust OP and its general partner Ashford Trust over Ashford TRS Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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