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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 31, 2013

**CHATHAM LODGING TRUST**

(Exact name of Registrant as specified in its charter)

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**Maryland**

(State or Other Jurisdiction  
of Incorporation or Organization)

**001-34693**

(Commission File Number)

**27-1200777**

(I.R.S. Employer Identification No.)

**50 Coconut Row, Suite 211**  
**Palm Beach, Florida**

(Address of principal executive offices)

**33480**

(Zip Code)

**(561) 802-4477**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed from 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:

- 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 2.01 Completion of Acquisition or Disposition of Assets.**

On October 31, 2013, Chatham Lodging Trust (the "Company") completed the previously announced acquisition of the 231-room Residence Inn by Marriott® Seattle Bellevue/Downtown Hotel in Bellevue, Washington (the "Bellevue Hotel") for a total cash purchase price of \$73.2 million, less \$1.4 million for a credit related to reserves, plus customary pro-rated amounts and closing costs, from MG-Bellevue, LLC. The Bellevue Hotel will be managed by Island Hospitality Management ("IHM"), which is 90% owned by Jeffrey H. Fisher, the Company's Chairman, President and Chief Executive Officer, pursuant to a management agreement between the Company's taxable real estate investment trust subsidiary and IHM.

The management agreement with IHM for the Bellevue Hotel provides for base management fees equal to 3% of the hotel's gross room revenue, a revenue management fee equal to \$1,000 per month and an accounting fee equal to \$1,200 per month. The initial term of the management agreement is for five years, which will renew automatically for two successive five-year terms unless terminated by the TRS or IHM by written notice to the other party no later than 90 days prior to the term's expiration. The management agreement may be terminated for cause, including failure of the Bellevue Hotel's operating performance to meet specified levels, or upon the sale of the hotel.

The Company funded the acquisition of the Bellevue Hotel with available cash and with borrowings under the Company's senior secured revolving credit facility.

## **Item 7.01 Regulation FD Disclosure.**

On October 31, 2013, the Company issued a press release announcing that it has acquired the Bellevue Hotel. A copy of such press release is furnished as Exhibit 99.1 to this report.

## **Item 9.01 Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

The report, financial statements and notes listed below related to the Bellevue Hotel, which were included in the Company's Current Report on Form 8-K filed on September 24, 2013, are incorporated herein by reference.

### **Residence Inn by Marriott Seattle/Bellevue Downtown Hotel MG-Bellevue, LLC and MGB Hotel, LLC**

Unaudited Combined Balance Sheets as of June 30, 2013 and December 31, 2012

Unaudited Combined Statements of Operations for the six-month periods ended June 30, 2013 and 2012

Unaudited Combined Statements of Member's Equity for the six-month period ended June 30, 2013

Unaudited Combined Statements of Cash Flows for the six-month periods ended June 30, 2013 and 2012

Unaudited Combined Notes to Financial Statements

Independent Auditor's Report dated September 24, 2013

Combined Balance Sheets as of December 31, 2012 and 2011

Combined Statements of Operations for the years ended December 31, 2012 and 2011

Combined Statements of Member's Equity for the years ended December 31, 2012 and 2011

Combined Statements of Cash Flows for for the years ended December 31, 2012 and 2011

Combined Notes to Financial Statements

(b) *Pro Forma Financial Information.*

The pro forma financial information of the Company listed below, which was included in the Company's Current Report on Form 8-K filed on September 24, 2013, is incorporated herein by reference.

**Chatham Lodging Trust**

Unaudited Pro Forma Consolidated Balance Sheet as of June 30, 2013

Unaudited Pro Forma Consolidated Statement of Operations for the six months ended June 30, 2013

Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2012

(d) *Exhibits*

99.1 Press Release dated October 31, 2013.

The information contained in the press release attached as Exhibit 99.1 to this report shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. Furthermore, the information contained in the press release attached as Exhibit 99.1 to this report shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933.

## SIGNATURES

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

*November 1, 2013*

CHATHAM LODGING TRUST

By: /s/ Dennis M. Craven

*Name: Dennis M. Craven*

*Title: Executive Vice President and Chief Financial Officer*

Exhibit Index

**Exhibit No.**

**Description**

99.1

Press release dated October 31, 2013 (furnished pursuant to Item 7.01)

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**Chatham Lodging Acquires Residence Inn in Downtown Bellevue, Washington**  
***Expands West Coast Presence in Top Performing Market***

PALM BEACH, Fla., October 31, 2013-Chatham Lodging Trust (NYSE: CLDT), a hotel real estate investment trust (REIT) focused on investing in upscale, extended-stay hotels and premium branded, select-service hotels, today announced that it has acquired the 231-room Residence Inn by Marriott Seattle Bellevue/Downtown for a net cash purchase price of \$71.8 million, plus customary, pro-rated amounts and closing costs. The purchase price represents a forward twelve month capitalization rate of approximately 7.8 percent on the hotel's projected net operating income. Year to date through September 30, 2013, RevPAR at the Bellevue hotel is up 13% to \$131.

The urban, mid-high rise hotel opened in 2008 and is situated along Interstate 405 (the area's primary corridor), providing immediate access to downtown Bellevue's 7.5 million square feet of Class "A" office space inventory, including the region's high concentration of top-tier technology and telecommunications firms, such as Microsoft, Amazon, Expedia, T-Mobile and AT&T. The Bellevue market has undergone a major transformation over the past ten plus years into a premier, 24-hour, live-work-play environment.

"We are very excited to acquire one of the highest rated hotels in the Residence Inn by Marriott system, a superior quality property on an urban, infill site in one of the most desirable west coast corporate markets," said Jeffrey H. Fisher, Chatham's chief executive officer. "This hotel aligns perfectly with our strategy of acquiring coastal area hotels where demand is driven primarily by corporate travelers focused in the ever-growing technology, energy or medical sectors."

As the only extended stay product in downtown Bellevue, the hotel benefits from a plethora of surrounding corporate demand generators seeking long term stays given the predominantly high-tech and telecom customer base. In addition, the hotel is less than four miles from Microsoft's 300-acre, corporate park in Redmond, Wa., and within a 15 minute drive of downtown Seattle's numerous leisure attractions and Seattle-Tacoma International Airport. The hotel occupies an approximately seven acre site and features a spacious lobby with contemporary décor and custom furniture and artwork. Facilities include 3,076 square feet of meeting space in three rooms, an indoor, heated swimming pool, a fitness center, three levels of covered and secured parking, Starbuck's Café and a Microsoft game room.

"The Seattle/Bellevue market has been on our radar for some time given our deep understanding of the market and its growth prospects based on our many years of experience in the Seattle market, including the Bellevue market, through our ownership of four Residence Inns in the Innkeepers joint venture and Island Hospitality's operation of the hotels," says Peter Willis, Chatham's chief investment officer. "It is a competitive advantage for Chatham to be able to leverage Island's knowledge of a market and diligently assess an acquisition. We expect great returns from this hotel. We have a very active and

deep pipeline of prospective targets and intend to use capacity on our balance sheet to acquire hotels that meet our strict underwriting criteria.”

The Residence Inn by Marriott Seattle Bellevue/Downtown is managed by Island Hospitality Management (IHM), which is 90 percent owned by Mr. Fisher. Chatham funded the purchase with available cash and borrowings on its secured revolving credit facility of \$59 million.

### **About Chatham Lodging Trust**

Chatham Lodging Trust is a self-advised REIT that was organized to invest in upscale extended-stay hotels and premium-branded, select-service hotels. The company owns interests in 76 hotels totaling 10,526 rooms/suites, comprised of 24 hotels it wholly owns with an aggregate of 3,431 rooms/suites in 14 states and the District of Columbia and holds a minority investment in two joint ventures that own 52 hotels with an aggregate of 7,095 rooms/suites. Additional information about Chatham may be found at [www.chathamlodgingtrust.com](http://www.chathamlodgingtrust.com).

*This press release may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 about Chatham Lodging Trust, including statements regarding future plans, strategies, performance, acquisitions, capital expenditures, future operating results and the timing and composition of revenues, among others, and statements containing words such as “expects,” “believes” or “will,” which indicate that those statements are forward-looking. Except for historical information, the matters discussed in this press release are forward-looking statements that are subject to certain risks and uncertainties that could cause the actual results or performance to differ materially from those discussed in such statements. Additional risks are discussed in the company’s filings with the Securities and Exchange Commission.*