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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): May 30, 2014

**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 8.01 Other Events**

On May 22, 2014, at a meeting of the Board of Trustees (the “Board”) of Chatham Lodging Trust (the “Company”), following the 2014 annual meeting of the shareholders of the Company, the Board adopted the Chatham Lodging Trust Policy on Voting Regarding Trustees. Pursuant thereto, in future uncontested election of trustees, any nominee who receives a greater number of votes “withhold” from his or her election than votes “for” his or her election shall submit his written offer to resign from the Board. The Nominating Committee would then consider the resignation and make a recommendation to the Board. The Board would then act on the Nominating Committee’s recommendation, which may include acceptance or rejection of the tendered resignation. The foregoing description of the policy is qualified in its entirety by reference to the full text of the policy, a copy of which is attached hereto as Exhibit 99.1, and is incorporated herein in its entirety by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Chatham Lodging Trust Policy on Voting Regarding Trustees

**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.

CHATHAM LODGING TRUST

*May 30, 2014*

By: *Dennis M. Craven*

*Name: Dennis M. Craven*

*Title: Executive Vice President and Chief Financial Officer*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Chatham Lodging Trust Policy on Voting Regarding Trustees

**CHATHAM LODGING TRUST**

**POLICY ON VOTING REGARDING TRUSTEES**

At any meeting of shareholders at which members of the board of trustees (each, a "Trustee" and collectively, the "Board") of Chatham Lodging Trust (the "Company") are to be elected by the shareholders in an uncontested election, any nominee for Trustee who receives a greater number of votes "withheld" from his or her election than votes "for" election shall submit to the Board a written offer to resign from the Board no later than two weeks after the certification by the Company of the voting results. An uncontested election is one in which the number of individuals who have been nominated for election as a Trustee is equal to, or less than, the number of Trustees to be elected.

The Company's Nominating and Corporate Governance Committee shall consider the resignation offer and, within 60 days after the certification by the Company of the voting results, recommend to the Board whether to accept or reject the resignation offer. In determining its recommendation to the Board, the Nominating and Corporate Governance Committee shall consider all factors it deems relevant, which may include (i) any stated reason or reasons why shareholders cast "withheld" votes for the Trustee, (ii) the qualifications of the Trustee and (iii) whether the Trustee's resignation from the Board would be in the Company's best interest and the best interests of the Company's shareholders. The Nominating and Corporate Governance Committee may also consider alternatives to acceptance or rejection of the resignation offer as the Nominating and Corporate Governance Committee members deem appropriate, which may include (i) continued service by the Trustee until the next relevant meeting of shareholders, (ii) an undertaking to seek a replacement Trustee, (iii) rejecting the resignation offer coupled with committing to seek to address the underlying cause or causes of the majority-withheld vote.

The Board shall act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days after the certification by the Company of the voting results. The Board shall consider the information, factors and alternatives considered by the Nominating and Corporate Governance Committee and additional information, factors and alternatives the Board deems relevant. The recommendation of the Nominating and Corporate Governance Committee will not be binding on the Board.

Any Trustee who offers to resign as provided above shall not participate in the Nominating and Corporate Governance Committee's or the Board's consideration of whether to accept his or her resignation offer.

If a Trustee's resignation offer is accepted by the Board of Trustees, the Nominating and Corporate Governance Committee shall recommend to the Board whether to fill the vacancy created by such resignation or to reduce the number of Trustees constituting the Board. The Board will determine the treatment of any compensation due or payable to the resigning Trustee.

If a majority of the members of the Nominating and Corporate Governance Committee were required to offer their resignations as described above, the Trustees whom the Board has affirmatively determined to be independent in accordance with the applicable stock exchange listing standards, and who were not required to offer their resignations, shall appoint a special committee of the Board to consider the resignation offers and whether to accept the resignation offers, as otherwise described above. The Company shall disclose publicly the Board's decision, an explanation of the process by which the decision was made and, if applicable, the reasons for rejecting the resignation offer, in a Current Report on Form 8-K filed with the Securities and Exchange Commission.