

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): May 25, 2022 (May 24, 2022)

CHATHAM LODGING TRUST

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**001-34693**  
(Commission File Number)

**27-1200777**  
(I.R.S. Employer Identification No.)

**222 Lakeview Avenue, Suite 200**  
**West Palm Beach,**  
(Address of principal executive offices)

**Florida**  
**(561) 802-4477**  
(Registrant's telephone number, including area code)

**33401**  
(Zip 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Exchange on Which Registered
Common Shares of Beneficial Interest, \$0.01 par value	CLDT	New York Stock Exchange
6.625% Series A Cumulative Redeemable Preferred Shares	CLDT-PA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b.2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On May 24, 2022, Chatham Lodging Trust (the “Company”) held its Annual Meeting of Shareholders. The matters on which the shareholders voted, in person or by proxy were:

- i. for the election of trustees Edwin B. Brewer, Jr., Thomas J. Crocker, Jeffrey H. Fisher, David Grissen, Mary Beth Higgins, Robert Perlmutter, Rolf E. Ruhfus, and Ethel Isaacs Williams to serve until our 2023 Annual Meeting of Shareholders and/or until their successors are duly elected and qualified;
- ii. for the ratification of the selection of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accountants for the year ending December 31, 2022;
- iii. for the approval, in an advisory and non-binding vote, of the compensation of the Company’s named executive officers;
- iv. for the approval of a proposal to amend the Company’s Declaration of Trust to provide shareholders with the ability to amend the Company’s Bylaws; and
- v. for the approval of amendments to the Company’s Equity Incentive Plan.

All of the nominees were elected by the requisite vote, the ratification to select the independent registered public accountants was approved, the compensation of the Company’s named executive officers was approved, the proposal to amend the Company’s Declaration of Trust to provide shareholders with the ability to amend the Company’s Bylaws was approved, and the amendments to the Company’s Equity Incentive Plan were approved. The results of the voting were as follows:

<u>Trustee</u>	<u>Votes For</u>	<u>Votes Against/Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	<u>% For/Against</u>
Jr. Edwin B. Brewer,	37,568,483	1,566,582	0	3,864,360	96.00%
Thomas J. Crocker	36,467,243	2,667,823	0	3,864,360	93.18%
Jeffrey H. Fisher	37,478,294	1,656,771	0	3,864,360	95.77%
David Grissen	38,528,689	606,376	0	3,864,360	98.45%
Mary Beth Higgins	38,322,368	812,698	0	3,864,360	97.92%
Robert Perlmutter	37,455,161	1,679,904	0	3,864,360	95.71%
Rolf E. Ruhfus	37,781,451	1,353,614	0	3,864,360	96.54%
Ethel Isaacs Williams	38,503,002	632,064	0	3,864,360	98.38%

Ratification of the selection of independent registered public accountants:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>% For/Against</u>
42,553,136	388,103	58,187	99.10%

Approval of compensation of named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>	<u>% For/Against</u>
27,088,078	11,472,790	574,198	3,864,360	70.25%

Approval of amendment of Declaration of Trust to provide shareholders with the ability to amend the Bylaws:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>	<u>% For/Against</u>
38,919,321	110,094	105,651	3,864,360	99.72%

Approval of amendment to the Equity Incentive Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>	<u>% For/Against</u>
37,342,312	1,652,572	140,182	3,864,360	95.76%

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**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 25, 2022*

By: */s/ Jeremy B. Wegner*

*Name: Jeremy B. Wegner*

*Title: Senior Vice President and Chief Financial Officer*