

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 18, 2023

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

33401
(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))

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 18, 2023, 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., Jeffrey H. Fisher, David Grissen, Mary Beth Higgins, Robert Perlmutter, Rolf E. Ruhfus, and Ethel Isaacs Williams to serve until our 2024 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, 2023;
- iii. for the approval, in an advisory and non-binding vote, of the compensation of the Company’s named executive officers; and
- 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.

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, and one year was the frequency of executive compensation votes recommended by shareholders. 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>
Edwin B. Brewer, Jr.	37,121,064	2,446,333	0	4,007,887	93.82%
Jeffrey H. Fisher	38,636,854	930,543	0	4,007,887	97.65%
David Grissen	39,186,694	380,703	0	4,007,887	99.04%
Mary Beth Higgins	39,141,788	425,610	0	4,007,887	98.92%
Robert Perlmutter	38,440,445	1,126,952	0	4,007,887	97.15%
Rolf E. Ruhfus	39,025,936	541,461	0	4,007,887	98.63%
Ethel Isaacs Williams	38,603,357	964,041	0	4,007,887	97.56%

Ratification of the selection of independent registered public accountants:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>% For/Against</u>
43,004,030	554,874	16,381	98.73%

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>
37,899,814	1,621,545	46,038	4,007,887	95.90%

Approval of the advisory vote on the frequency of holding future advisory votes on executive compensation:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
38,441,380	54,827	1,041,326	29,865	4,007,887

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 19, 2023

By: */s/ Jeremy B. Wegner*

Name: Jeremy B. Wegner

Title: Senior Vice President and Chief Financial Officer