

Extended Stay America, Inc.

Form 4

October 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rahm William D.

(Last) (First) (Middle)

C/O EXTENDED STAY
AMERICA, INC., 11525 N.
COMMUNITY HOUSE ROAD,
SUITE 100

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Extended Stay America, Inc. [STAY]

3. Date of Earliest Transaction
(Month/Day/Year)

10/06/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Paired Shares	10/06/2016		J ⁽¹⁾⁽²⁾		5,547	A	\$ 0 (1) (2)
Paired Shares	10/06/2016		G ⁽¹⁾⁽²⁾⁽³⁾	V	5,547	D	\$ 0 (1) (2)

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rahm William D.
C/O EXTENDED STAY AMERICA, INC.
11525 N. COMMUNITY HOUSE ROAD, SUITE 100
CHARLOTTE, NC 28277

X

Signatures

/s/ William D.
Rahm

10/06/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) A Form 4 reflecting the holdings of Paired Shares by the Reporting Persons shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.

(2) Represents acquisition of investment control over Paired Shares as a result of an in-kind distribution by CCP GP Investor Holdings (Cayman), L.P. ("CCPGP") to the Reporting Person in connection with a pro rata distribution by CCPGP to its members. CCPGP received the Paired Shares in an in-kind distribution by Centerbridge Associates, L.P. ("CALP") to CCPGP in connection with a distribution by CALP to its sole economic partner. CALP received the Paired Shares in in-kind distributions by Centerbridge Capital Partners AIV VI-A, L.P. ("VI-A"), Centerbridge Capital Partners AIV VI-B, L.P. ("VI-B") and Centerbridge Capital Partners Strategic AIV I, L.P. ("SAIV") in connection with pro rata distributions by VI-A, VI-B and SAIV to their partners.

(3) Represents charitable donation by the Reporting Person of Paired Shares received in connection with the in-kind distributions described in footnote 2.

Remarks:

Mr. Rahm is a member of the board of directors of the Issuer and an executive of Centerbridge Partners, L.P. ("Centerbridge")

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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