

Chesapeake Lodging Trust  
Form 8-K  
September 08, 2014

**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): September 3, 2014**

**CHESAPEAKE LODGING TRUST**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-34572**  
**(Commission**

**File Number)**

**27-0372343**  
**(IRS Employer**

**Identification No.)**

**1997 Annapolis Exchange Parkway, Suite 410**

**Annapolis, MD**  
**(Address of principal executive offices)**

**21401**  
**(Zip Code)**

**Registrant's telephone number, including area code: (410) 972-4140**

**Not Applicable**

**(Former name or former address, if changed since 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 (see General Instruction A.2. below):

- .. 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))

**Item 8.01. Other Events.**

On September 3, 2014, Chesapeake Lodging Trust (the Trust ) and Chesapeake Lodging, L.P. entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC (the Underwriter ), in connection with the public offering of 4,200,000 of the Trust s common shares of beneficial interest, par value \$0.01 per share (the Common Shares ). The Trust granted the Underwriter an option to purchase up to 630,000 additional Common Shares, which was exercised in full by the Underwriter on September 4, 2014. The closing of the offering is expected to occur on or about September 9, 2014. The Trust estimates that the net proceeds from the offering, after deducting underwriting discounts and estimated offering expenses payable by the Trust, will be approximately \$144.1 million.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The summary set forth above is qualified in its entirety by reference to Exhibit 1.1.

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

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Underwriting Agreement, dated September 3, 2014, by and between the Trust, Chesapeake Lodging, L.P. and J.P. Morgan Securities LLC |
| 5.1         | Opinion of Polsinelli PC regarding the legality of the Common Shares   |
| 23.1        | Consent of Polsinelli PC (included in Exhibit 5.1)   |

**SIGNATURES**

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

Date: September 8, 2014

**CHESAPEAKE LODGING TRUST**

By: /s/ Graham J. Wootten  
Graham J. Wootten  
Senior Vice President and Chief Accounting  
Officer