

EXPLANATORY NOTE

On April 27, 2011, DiamondRock Hospitality Company (the “Company”) filed a Current Report on Form 8-K (the “Original Report”) to report on the voting results of its annual meeting of stockholders held on April 26, 2011 (the “Annual Meeting”), including, among other matters, the results of the advisory vote of stockholders regarding the frequency of advisory stockholder votes on the compensation of the Company’s executives (a “Say-On-Pay Vote”). This Form 8-K/A is being filed as an amendment to the Original Report to disclose the decision of the Board of Directors (the “Board”) as to how frequently the Company will hold a Say-On-Pay Vote.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

In a Say-On-Pay Vote held at the 2011 Annual Meeting, stockholders voted in favor of holding Say-On-Pay Votes annually. Accordingly, in light of this result and other factors considered by the Board, the Board has determined that the Company will hold Say-On-Pay Votes on an annual basis until the next required vote on the frequency of such Say-On-Pay Votes.

SIGNATURE

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.

DIAMONDROCK HOSPITALITY COMPANY

Date: July 28, 2011

By: /s/ William J. Tennis
William J. Tennis
Executive Vice President, General Counsel and
Corporate Secretary