

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): **July 28, 2016**

RLJ LODGING TRUST

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

001-35169

(Commission File Number)

27-4706509

(IRS Employer Identification Number)

3 Bethesda Metro Center

Suite 1000

Bethesda, MD

(Address of principal executive offices)

20814

(Zip Code)

(301) 280-7777

(Registrant's telephone number, including area code)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of President and Chief Executive Officer

On July 28, 2016, the Board of Trustees (the "Board") of RLJ Lodging Trust (the "Company") appointed Ross H. Bierkan as the President and Chief Executive Officer ("CEO") of the Company, effective immediately. Mr. Bierkan was also appointed to the Board and will stand for re-election as a trustee at the Company's 2017 Annual Meeting of Shareholders.

Mr. Bierkan, 56, has served as the Interim President and Interim CEO of the Company since May 2016, and has served as the Executive Vice President and Chief Investment Officer of the Company since the Company's formation in 2011, and will continue to serve in that role. Mr. Bierkan served as a Principal and Executive Vice President of RLJ Development, LLC from 2000 until the formation of the Company. In this capacity he was responsible for overseeing approximately \$5.0 billion of real estate acquisitions. Previously, Mr. Bierkan was an original member of The Plasencia Group, a hospitality transaction and consulting group, and from 1993 to 2000 served as its vice president, with responsibility for providing market studies, property analyses and investment sales for institutional hotel owners. Prior to joining The Plasencia Group, Mr. Bierkan worked with Grubb and Ellis Real Estate, a commercial real estate brokerage firm. From 1982 to 1988, he held various operational and sales management positions for Guest Quarters Hotels (now the Doubletree Guest Suites).

Mr. Bierkan also serves on the owner advisory council for Hyatt House Hotels and serves as president of the advisory council for Springhill Suites by Marriott. He is on the board of directors of the American Hotel & Lodging Association and is a member of the Urban Land Institute Hotel Development Council. Mr. Bierkan received his Bachelor of Arts degree from Duke University.

There are no family relationships between Mr. Bierkan and any trustee or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Bierkan was not selected as a trustee, President or CEO pursuant to any arrangement or understanding between him and any other person. In connection with Mr. Bierkan's appointment as President and CEO, his annual base salary has been increased from \$519,000 to \$700,000. The Company is finalizing compensation arrangements with Mr. Bierkan to reflect his appointment as President and CEO, the terms of which will be disclosed in a subsequent filing.

Appointment of Chief Operating Officer

On July 28, 2016, the Board also appointed Leslie D. Hale, as the Company's Chief Operating Officer ("COO"), effective immediately. Ms. Hale will also continue as the Company's Executive Vice President and Chief Financial Officer.

Ms. Hale, 44, has served as the Executive Vice President and Chief Financial Officer of the Company since February 2013. Prior to this, Ms. Hale served as Chief Financial Officer and Senior Vice President of Real Estate and Finance of RLJ Development from 2007 until the formation of the Company, when she became the Company's Chief Financial Officer and Senior Vice President. She previously was the Vice President of Real Estate and Finance for RLJ Development from 2006 to September 2007 and Director of Real Estate and Finance from 2005 until her 2006 promotion. In these positions, Ms. Hale was responsible for the finance, tax, treasury and portfolio management functions as well as executing all real estate transactions. From 2002 to 2005, she held several positions within the global financial services division of General Electric Corp., including as a vice president in the business development group of GE Commercial Finance, and as an associate director in the GE Real Estate strategic capital group. Prior to that, she was an investment banker at Goldman, Sachs & Co. Ms. Hale received her Bachelor of Business Administration degree from Howard University and her Master of Business Administration degree from Harvard Business School. On January 12, 2015, Ms. Hale was elected to the board of directors of Macy's Inc. (NYSE: M). She also is a member of the Howard University Board of Trustees.

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There are no family relationships between Ms. Hale and any trustee or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Hale was not selected as COO pursuant to any arrangement or understanding between her and any other person. In connection with Ms. Hale's appointment as COO, her annual base salary has been increased from \$472,000 to \$575,000. The Company is finalizing compensation arrangements with Ms. Hale to reflect her appointment as COO, the terms of which will be disclosed in a subsequent filing.

Item 7.01. Regulation FD Disclosure.

On August 1, 2016, the Company issued a press release announcing the matters described in Item 5.02 above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein solely for purposes of this Item 7.01 disclosure.

The information included in this Current Report on Form 8-K under this Item 7.01 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are filed as part of this report:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated August 1, 2016

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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.

RLJ LODGING TRUST

Date: August 1, 2016

By: /s/ Frederick D. McKalip
Frederick D. McKalip
Senior Vice President and General Counsel

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EXHIBIT LIST

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated August 1, 2016

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NEWS RELEASE

FOR IMMEDIATE RELEASE AUGUST 1, 2016

**RLJ Lodging Trust Announces the Appointment of
Ross H. Bierkan as President and Chief Executive Officer
and Leslie D. Hale as Chief Operating Officer**

BETHESDA, Md. — (BUSINESS WIRE) — August 1, 2016 Robert L. Johnson, Executive Chairman of RLJ Lodging Trust (the “Company”) (NYSE:RLJ), today announced that the Board of Trustees (the “Board”) has appointed Ross H. Bierkan as President and Chief Executive Officer (“CEO”) of the Company and Leslie D. Hale as Chief Operating Officer (“COO”) of the Company. In addition, Mr. Bierkan has been elected to the Company’s Board of Trustees.

Mr. Bierkan was initially appointed as interim President and Chief Executive Officer in May 2016 following the departure of Thomas J. Baltimore, Jr. In response to Mr. Bierkan’s appointment, Robert L. Johnson, Executive Chairman of the Company said, “I have known Ross for over 17 years. He was a principal participant with Tom and me in the founding of RLJ Development, LLC and he continued to play a strategic role in our movement towards the creation of RLJ Lodging Trust. Ross is exceptionally prepared as an executive based on his deep knowledge of the hotel industry and the confidence that the Board and management team have in his leadership as CEO of RLJ Lodging Trust. I am convinced that Ross will continue to grow the Company as Tom did with an intense focus on maximizing shareholder value.”

Mr. Bierkan has served as the Company’s Chief Investment Officer since the Company’s formation in 2011 and will continue to serve in that role for the time being. Mr. Bierkan served as a Principal and Executive Vice President of the Company’s predecessor, RLJ Development, LLC, from 2000 until the Company’s formation. Previously, Mr. Bierkan was an original member and senior executive of The Plasencia Group, a hospitality transaction and consulting group. Prior to joining The Plasencia Group, Mr. Bierkan worked with Grubb and Ellis Real Estate, a commercial real estate brokerage firm, and held various operational and sales management positions for Guest Quarters Hotels (now the Doubletree Guest Suites).

Ms. Hale will serve in the dual role of Chief Operating Officer and Chief Financial Officer (“CFO”) of the Company. She will continue to oversee all financial matters, investor relations, and remain significantly involved in the daily operations of the Company. In her dual role, Ms. Hale’s responsibilities will be expanded to include the management of the Company’s operating platform, primarily comprising the Asset Management and Design and Construction functions.

“Leslie, like Ross, has been an integral part of the RLJ success story for over 11 years,” commented Mr. Johnson. “She demonstrated in her role as CFO that she commands the knowledge and expertise needed to develop, execute, and communicate the RLJ Lodging Trust financial strategy. As a result of her efforts, we have created one of the best balance sheets in the lodging REIT sector, while also enhancing the Company’s commitment to transparency and integrity. In her expanded role as COO, I am certain that she will continue to be an invaluable asset to Ross and the entire Company.”

Ms. Hale joined RLJ Development, LLC the Company’s predecessor, in 2005 as its Director of Real Estate and Finance and was promoted to Vice President in 2006. In 2007, she was promoted to Chief Financial Officer and Senior Vice President and, in 2013, she was promoted to Executive Vice President. Prior to Ms. Hale’s tenure at RLJ, she held several positions within General Electric Capital Corporation (“GE”), including Vice President in the Mergers and Acquisitions Group of GE Commercial Finance and Associate Director in the GE Real Estate — Strategic Capital Group. Before GE, Ms. Hale was an investment banker at Goldman, Sachs & Co.

About RLJ Lodging Trust: *RLJ Lodging Trust is a self-advised, publicly traded real estate investment trust focused on acquiring premium-branded, focused-service and compact full-service hotels. The Company owns 125 hotels with nearly 21,000 rooms across 21 states and the District of Columbia.*

Forward Looking Statements

Certain statements in this press release, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally are identified by the use of the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “plan,” “may,” “will,” “will continue,” “intend,” “should,” “may” or similar expressions. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, beliefs and expectations, such forward-looking statements are not predictions of future events or guarantees of future performance and our actual results could differ materially from those set forth in the forward-looking statements. Some factors that might cause such a difference include the following: the current global economic uncertainty, increased direct competition, changes in government regulations or accounting rules, changes in local, national and global real estate conditions, declines in the lodging industry, seasonality of the lodging industry, risks related to natural disasters, such as earthquakes and hurricanes, hostilities, including future terrorist attacks or fear of hostilities that affect travel, our ability to obtain lines of credit or permanent financing on satisfactory terms, changes in interest rates, access to capital through offerings of our common and preferred shares of beneficial interest, or debt, our ability to identify suitable acquisitions, our ability to close on identified acquisitions and integrate those businesses and inaccuracies of our accounting estimates. A discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. Given these uncertainties, undue reliance should not be placed on such statements. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Contact: Leslie D. Hale, Chief Financial Officer and Chief Operating Officer — (301) 280-7774
Media Contact: Michelle Curtis, Executive Assistant to Executive Chairman — (301) 280-7701

For additional information or to receive press releases via email, please visit our website:

<http://rljlodgingtrust.com>