

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): **December 4, 2017**

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))

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 8.01. Other Events

In connection with the proposed sale by White Lodging Services ("White Lodging") of certain of its management contracts to Interstate Hotels & Resorts, Inc. ("Interstate"), RLJ Lodging Trust (the "Company") has consented to the assignment of 62 of its 71 hotel management contracts with White Lodging to Interstate. The terms of these management agreements will remain in effect. The Company has been advised that the transaction between White Lodging and Interstate is expected to close on or about January 31, 2018.

On December 6, 2017, the Company issued a press release regarding the foregoing and a copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibit is filed as part of this report:

Exhibit Number

99.1

Description

[Press Release, dated December 6, 2017](#)

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: December 7, 2017

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



**RLJ Lodging Trust Expands
Relationship with Interstate Hotels and Resorts**

Bethesda, MD, December 6, 2017 — RLJ Lodging Trust (the “Company”) (NYSE: RLJ) today announced that it has expanded its relationship with Interstate Hotels and Resorts (“Interstate”) in connection with White Lodging’s sale of management contracts to Interstate. The transaction is expected to close on or about January 31, 2018. The terms of the original White Lodging contracts will remain in effect.

“This transaction will result in Interstate Hotels becoming our largest management company,” commented Ross H. Bierkan, President and Chief Executive Officer. “We value our long-standing relationship with White Lodging and thank them for their management of these assets. Interstate is an excellent operator and already manages 11 of our hotels. We are excited to expand our relationship with Interstate and look forward to the fresh perspective they will bring to these assets.”

Once the transaction is completed, the Company will have 73 hotel management contracts with Interstate, including 62 hotel contracts acquired from White Lodging, which represent less than 20% of the Company’s hotel EBITDA. White Lodging will continue to manage 9 of the Company’s hotels.

About Us

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’s portfolio consists of 158 hotels with approximately 31,180 rooms located in 26 states and the District of Columbia and an ownership interest in one unconsolidated hotel with 171 rooms.

Contacts:

Leslie D. Hale, Chief Operating Officer and Chief Financial Officer,
RLJ Lodging Trust — (301) 280-7774

*For additional information or to receive press releases via email, please visit our website:
<http://rljlodgingtrust.com>*
