

Extended Stay America, Inc.
Form 8-K
April 09, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) April 5, 2018

EXTENDED STAY AMERICA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36190
(Commission
File Number)

46-3140312
(I.R.S. Employer
Identification Number)

11525 N. Community House Road, Suite 100

Charlotte, North Carolina
(Address of principal executive offices)

28277
(Zip code)

Registrant's telephone number, including area code (980) 345-1600

ESH HOSPITALITY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36191
(Commission
File Number)

27-3559821
(I.R.S. Employer
Identification Number)

11525 N. Community House Road, Suite 100

Charlotte, North Carolina
(Address of principal executive offices)

28277
(Zip code)

Registrant's telephone number, including area code (980) 345-1600

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:

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))

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

Item 5.02(d): *Election of Bruce Haase as Board Member*

On April 5, 2018, the Board of Directors (the ESH Board) of ESH Hospitality, Inc. (ESH REIT) elected Bruce Haase to the ESH Board.

As an independent director, Mr. Haase will be compensated for his position as a director in accordance with ESH REIT s director compensation principles, which provide that each independent director receives an annual cash retainer of \$90,000 and an annual equity retainer with a value of \$100,000. In connection with his appointment to the ESH Board, ESH REIT s Compensation Committee is expected to grant Mr. Haase restricted stock units representing paired shares, each paired share consisting of one share of common stock of Extended Stay America, Inc. that is attached to and trades as a single unit with one share of Class B common stock of ESH REIT. This grant will represent a prorated portion of the annual \$100,000 equity retainer due to Mr. Haase for the six-week term until our next annual meeting.

ESH REIT and Mr. Haase will enter into ESH REIT s standard form of indemnification agreement for directors and officers, a copy of which was previously filed as Exhibit 10.27 to Amendment No. 8 to the Registration Statement on Form S-1 (File No. 333-190052) and is incorporated herein by reference.

A copy of the press release announcing Mr. Haase s election to the ESH Board is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of ESH Hospitality, Inc., dated April 9, 2018, announcing the election of Bruce Haase to the ESH Board.

EXHIBIT INDEX

Exhibit

Number

Exhibit Description

99.1 Press Release of ESH Hospitality, Inc., dated April 9, 2018, announcing the election of Bruce Haase to the ESH Board.

SIGNATURES

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

EXTENDED STAY AMERICA, INC.

Date: April 9, 2018

By: /s/ John R. Dent
Name: John R. Dent
Title: General Counsel

ESH HOSPITALITY, INC.

Date: April 9, 2018

By: /s/ John R. Dent
Name: John R. Dent
Title: General Counsel