

Section 1: 8-K (8-K)

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):

November 27, 2018

PEBBLEBROOK HOTEL TRUST

(Exact name of registrant as specified in its charter)

Maryland

001-34571

27-1055421

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7315 Wisconsin Avenue, 1100 West, Bethesda,
Maryland

20814

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(240) 507-1300

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:

- 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 5.07. Submission of Matters to a Vote of Security Holders

Pebblebrook Hotel Trust ("Pebblebrook" or the "Company") held a special meeting (the "Special Meeting") of shareholders at 9:00 a.m. Eastern Time on November 27, 2018 at the offices of Hunton Andrews Kurth LLP, 2200 Pennsylvania Avenue NW, Washington, DC 20037 to vote on the proposals set forth in the definitive joint proxy statement/prospectus dated October 29, 2018.

At the Special Meeting, Pebblebrook shareholders voted upon and approved a proposal (the "Pebblebrook Share Issuance Proposal") regarding the issuance of common shares of beneficial interest, par value \$0.01 per share, of Pebblebrook pursuant to that certain Agreement and Plan of Merger, dated as of September 6, 2018, by and among Pebblebrook, LaSalle Hotel Properties ("LaSalle") and the other entities party thereto. The votes on this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
64,444,716	22,851	12,430

Because there were sufficient votes at the Special Meeting to approve the Pebblebrook Share Issuance Proposal, the proposal to approve any adjournment of the Special Meeting for the purpose of soliciting additional proxies was not submitted to the Company's shareholders for approval at the Special Meeting.

Consummation of the transactions contemplated by the Merger Agreement are subject to the satisfaction of certain customary closing conditions, all as set forth in the Merger Agreement and discussed in detail in the definitive joint proxy statement/prospectus filed by Pebblebrook with the Securities and Exchange Commission on October 29, 2018. Subject to the satisfaction or waiver of such conditions, the mergers so contemplated are expected to be completed on November 30, 2018.

Item 7.01. Regulation FD Disclosure

On November 27, 2018, Pebblebrook issued a press release announcing the results of the Special Meeting and the results of the special meeting of shareholders of LaSalle, held on November 27, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K contains statements that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Reform Act of 1995. These forward-looking statements relate to the anticipated completion of the transaction. Forward-looking statements are based on certain assumptions and can include future expectations, future plans and strategies, financial and operating projections or other forward-looking information.

These forward-looking statements are subject to various risks and uncertainties, not all of which are known to the Company and many of which are beyond the Company's control, which could cause actual results to differ materially from such statements. These risks and uncertainties include, but are not limited to, the state of the U.S. economy, supply and demand in the hotel industry and other factors as are described in greater detail in the Company's filings with the Securities and Exchange Commission, including, without limitation, the Company's Annual Report on Form 10-K for the year ended December 31, 2017. Unless legally required, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, issued on November 27, 2018, regarding the results of the special meetings.

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.

PEBBLEBROOK HOTEL TRUST

November 27, 2018

By: /s/ Raymond D. Martz

Name: Raymond D. Martz

*Title: Executive Vice President, Chief Financial Officer,
Treasurer and Secretary*

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



7315 Wisconsin Avenue, Suite 1100 West, Bethesda, MD 20814

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News Release

Pebblebrook Hotel Trust Announces Results of Special Meetings of Shareholders

Shareholders of Both Pebblebrook and LaSalle Approve Acquisition-Related Proposals

Companies Expect to Complete Transaction on November 30, 2018

Bethesda, MD, November 27, 2018 - Pebblebrook Hotel Trust (NYSE: PEB) ("Pebblebrook") announced that shareholders of both Pebblebrook and LaSalle Hotel Properties (NYSE: LHO) ("LaSalle") approved proposals relating to Pebblebrook's acquisition of LaSalle at their separate special meetings of shareholders today. The results from the special meeting of LaSalle's shareholders indicate that 99% of the shares voted were cast in favor of the proposal to approve Pebblebrook's proposed acquisition of LaSalle, representing more than 86% of all outstanding LaSalle common shares. The results from the special meeting of Pebblebrook's shareholders indicate that more than 99% of the shares voted were cast in favor of the proposal to approve the issuance of Pebblebrook common shares in connection with the acquisition.

Pursuant to the terms of the merger agreement dated September 6, 2018, as amended September 18, 2018, LaSalle shareholders were permitted to elect to receive share and/or cash consideration with respect to their LaSalle common shares. A maximum of 30% of the outstanding LaSalle common shares were permitted to elect to receive cash, and elections of cash are subject to pro rata cutbacks if holders of more than 30% of the outstanding LaSalle common shares elected to receive cash.

The preliminary results of the elections made by LaSalle shareholders are as follows:

- Holders of 85.8 million LaSalle common shares, or approximately 77% of the LaSalle common shares deemed outstanding for purposes of the election (including the shares held by Pebblebrook and not eligible to receive the cash consideration), elected to receive cash, and
- Holders of 25.4 million LaSalle shares, or approximately 23% of the LaSalle common shares eligible to elect, either elected to receive common shares, did not submit valid elections or submitted an election expressing no preference.

The cash component of the aggregate merger consideration is fixed at approximately \$1.3 billion. LaSalle shareholders that validly elected to receive 100% cash consideration will receive an amount in cash equal to \$37.80 multiplied by (i) the number of such holder's LaSalle common shares multiplied by (ii) the cash consideration percentage of approximately 38.9%, and an amount of Pebblebrook common shares equal to approximately 61.1% of the number of such holder's LaSalle common shares multiplied by 0.92. LaSalle shareholders that validly elected a combination

of cash and share consideration shall be prorated based on the above percentages subject to their individual cash/share elections.

The transaction is expected to close on November 30, 2018, subject to customary closing conditions. For more information, please visit investor.pebblebrookhotels.com.

About Pebblebrook Hotel Trust

Pebblebrook Hotel Trust is a publicly traded real estate investment trust ("REIT") organized to opportunistically acquire and invest primarily in upper upscale, full-service hotels located in urban markets in major gateway cities. The Company owns 28 hotels, with a total of 6,973 guest rooms. The Company owns hotels located in 9 states and the District of Columbia, including: Los Angeles, California (Beverly Hills, Santa Monica and West Hollywood); San Diego, California; San Francisco, California; Washington, DC; Coral Gables, Florida; Naples, Florida; Buckhead, Georgia; Boston, Massachusetts; Minneapolis, Minnesota; Portland, Oregon; Philadelphia, Pennsylvania; Nashville, Tennessee; Columbia River Gorge, Washington; and Seattle, Washington. For more information, please visit us at www.pebblebrookhotels.com and follow us on Twitter at @PebblebrookPEB.

Cautionary Statement Regarding Forward Looking Statements

Certain statements in this communication that are not in the present or past tense or that discuss the expectations of Pebblebrook and/or LaSalle are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. These forward looking statements, which are based on current expectations, estimates and projections about the industry and markets in which Pebblebrook and LaSalle operate and beliefs of and assumptions made by Pebblebrook management and LaSalle management, involve uncertainties that could significantly affect the financial results of Pebblebrook or LaSalle or the combined company. Pebblebrook and LaSalle intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. Words such as "believe," "expect," "intend," "anticipate," "estimate," "project" and variations of such words and similar expressions are intended to identify such forward looking statements, which generally are not historical in nature. Such forward-looking statements may include, but are not limited to, statements about the anticipated closing date of the proposed transaction. Pebblebrook does not undertake any duty to update any forward-looking statements appearing in this document.

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Pebblebrook Contacts:

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Liz Zale, Pam Greene or Stephen Pettibone, Sard Verbinnen & Co - (212) 687-8080

Pat McHugh or Jon Einsidler, Okapi Partners - (212) 297-0720 or (855) 305-0855

For additional information or to receive press releases via email, please visit our website at www.pebblebrookhotels.com

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