

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): **October 19, 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 7.01. Regulation FD Disclosure

On October 19, 2017, RLJ Lodging Trust (“**RLJ**”) issued a press release announcing the expiration of the previously announced Change of Control Offer (as defined herein) by FelCor Lodging Limited Partnership (“**FelCor LP**”), a Delaware limited partnership and subsidiary of RLJ, to repurchase its outstanding 5.625% Senior Secured Notes due 2023 (the “**Notes**”) at 101% of the principal amount thereof plus accrued and unpaid interest (the “**Change of Control Offer**”), pursuant to the Indenture, dated as of December 17, 2012 (as amended by the First Supplemental Indenture, dated as of January 7, 2013, and the Second Supplemental Indenture, dated as of August 31, 2017, the “**Indenture**”), among FelCor LP, Rangers Sub I (as defined below) (as successor to FelCor Lodging Trust Incorporated (“**FelCor**”)), the other guarantors party thereto and U.S. Bank National Association, a national banking association, as trustee.

Tenders of \$990,000 principal amount of Notes were received, and such Notes were accepted for payment and subsequently cancelled. As a result \$524,010,000 in aggregate principal amount of Notes remain outstanding.

The Change of Control Offer was conducted in connection with the consummation on August 31, 2017 of the transactions contemplated by the Agreement and Plan of Merger (the “**Merger Agreement**”), dated as of April 23, 2017, by and among RLJ, RLJ Lodging Trust, L.P. (“**RLJ LP**”), Rangers Sub I, LLC, a wholly owned subsidiary of RLJ LP (“**Rangers Sub I**”), Rangers Sub II, LP, an indirect wholly owned subsidiary of RLJ LP (“**Partnership Merger Sub**”), FelCor and FelCor LP. Pursuant to the Merger Agreement, Partnership Merger Sub merged with and into FelCor LP, with FelCor LP surviving as a wholly owned subsidiary of RLJ LP (the “**Partnership Merger**”), and immediately thereafter, FelCor merged with and into Rangers Sub I, with Rangers Sub I surviving as a wholly owned subsidiary of RLJ LP (the “**REIT Merger**” and, together with the Partnership Merger, the “**Mergers**”). The

Change of Control Offer satisfied FelCor LP's obligation under Section 4.13 of the Indenture to make a Change of Control Offer in connection with the Mergers.

A copy of the press release is attached as Exhibit 99.1 and incorporated by reference herein.

Item 8.01. Other Events.

See Item 7.01.

Item 9.01. Financial Statements and Exhibits

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

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Press release, dated October 19, 2017 |

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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: October 19, 2017

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

**Press Release****RLJ Lodging Trust Announces Expiration of Change of Control Offer for FelCor LP's 5.625% Senior Secured Notes due 2023**

Bethesda, MD, October 19, 2017 — RLJ Lodging Trust (“RLJ”) (NYSE:RLJ) announced the expiration of the previously announced Change of Control Offer (as defined below) by its subsidiary, FelCor Lodging Limited Partnership (“FelCor LP”), to repurchase its outstanding 5.625% Senior Secured Notes due 2023 (CUSIP Nos. 31430QBE6 and 31430QBC0) (the “Notes”) at 101% of the principal amount thereof plus accrued and unpaid interest (the “Change of Control Offer”), pursuant to the Indenture, dated as of December 17, 2012 (as amended by the First Supplemental Indenture, dated as of January 7, 2013, and the Second Supplemental Indenture, dated as of August 31, 2017, the “Indenture”), among FelCor LP, Rangers Sub I (as defined below) (as successor to FelCor Lodging Trust Incorporated (“FelCor”)), the other guarantors party thereto and U.S. Bank National Association, a national banking association, as trustee, upon the terms and subject to the conditions set forth in the change of control notice and offer to purchase, dated September 19, 2017 (the “Offer to Purchase”) and the accompanying letter of transmittal.

The Change of Control Offer expired at 9:00 a.m., New York City time, on October 19, 2017. Tenders of \$990,000 principal amount of Notes were received, and such Notes were accepted for payment and subsequently cancelled. As a result \$524,010,000 in aggregate principal amount of Notes remain outstanding.

The Change of Control Offer was conducted in connection with the consummation on August 31, 2017 of the transactions contemplated by the Agreement and Plan of Merger (the “Merger Agreement”), dated as of April 23, 2017, by and among RLJ, RLJ Lodging Trust, L.P. (“RLJ LP”), Rangers Sub I, LLC, a wholly owned subsidiary of RLJ LP (“Rangers Sub I”), Rangers Sub II, LP, an indirect wholly owned subsidiary of RLJ LP (“Partnership Merger Sub”), FelCor and FelCor LP. Pursuant to the Merger Agreement, Partnership Merger Sub merged with and into FelCor LP, with FelCor LP surviving as a wholly owned subsidiary of RLJ LP (the “Partnership Merger”), and immediately thereafter, FelCor merged with and into Rangers Sub I, with Rangers Sub I surviving as a wholly owned subsidiary of RLJ LP (the “REIT Merger” and, together with the Partnership Merger, the “Mergers”). The Change of Control Offer satisfied FelCor LP’s obligation under Section 4.13 of the Indenture to make a Change of Control Offer in connection with the Mergers.

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. RLJ’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.

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Contact:

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>*
