

**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): February 18, 2022

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 No.)

3 Bethesda Metro Center Suite 1000,
Bethesda, Maryland
(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 Instructions 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares of beneficial interest, par value \$0.01 per share	RLJ	New York Stock Exchange

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

On February 18, 2022, Robin Zeigler was appointed to the board of trustees (the “Board of Trustees”) of RLJ Lodging Trust (the “Company”) upon the recommendation of the Company’s Nominating and Corporate Governance Committee, with a term commencing on that date. Ms. Zeigler is currently the Senior Executive Vice President and Chief Operating Officer for Cedar Realty Trust.

Ms. Zeigler will serve as a trustee of the Company until the Company’s 2022 annual meeting of shareholders (the “2022 Annual Meeting”) and until her successor is duly elected and qualified or until her resignation or removal. In connection with Ms. Zeigler’s election as a trustee, the Board of Trustees increased the size of the Board of Trustees to ten members. Board committee assignments for Ms. Zeigler will include the Audit Committee and the Nominating and Corporate Governance Committee.

In accordance with the Company’s current trustee compensation program, Ms. Zeigler is entitled to a cash retainer equal to the \$75,000 annual cash compensation paid to the members of the Board of Trustees and an annual retainer of \$10,000 for service on the Audit Committee and \$7,500 for service on the Nominating and Corporate Governance Committee, with all such retainers to be prorated for her remaining term.

There are no arrangements or understandings between Ms. Zeigler and any person pursuant to which she was appointed as a trustee. There are no transactions in which Ms. Zeigler had or will have an interest that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Item 7.01. Regulation FD Disclosure

On February 22, 2022, the Company issued a press release announcing the appointment of Ms. Zeigler to the Board of Trustees. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein 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) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated February 22, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 thereunto duly authorized.

RLJ Lodging Trust

Date: February 22, 2022

By: /s/ Leslie D. Hale

Leslie D. Hale
President and Chief Executive Officer

Press Release**RLJ Lodging Trust Appoints Robin Zeigler to Board of Trustees**

Bethesda, MD, February 22, 2022 – RLJ Lodging Trust (the “Company”) (NYSE: RLJ) today announced the appointment of Robin Zeigler, a real estate executive with over 25 years of experience in the industry, to the Company’s Board of Trustees (the “Board”). Ms. Zeigler’s appointment as a new independent member of the Board is effective immediately, and she will join the Board’s Audit Committee and Nominating and Corporate Governance Committee. Ms. Zeigler will stand for election as a Board-recommended nominee at the 2022 Annual Meeting of Shareholders.

“On behalf of the Trustees and the RLJ management team, we are thrilled to welcome Robin to our Board,” commented Leslie D. Hale, President and Chief Executive Officer. “Robin has extensive real estate experience and is a seasoned public REIT executive. She is joining at an exciting time for the Company as we enter into the lodging recovery well situated to pursue multiple channels of growth.”

Since March 2016, Ms. Zeigler has served as Executive Vice President, Chief Operating Officer of Cedar Realty Investment Trust (NYSE: CDR), where she oversees 9 million square feet of grocery anchored shopping centers as well as the redevelopment of Cedar’s mixed-use assets. Prior to Cedar Realty, she held a variety of asset management and operations positions over ten years at Federal Realty Investment Trust (NYSE: FRT), culminating in her role as Chief Operating Officer, Mid-Atlantic Region where she was responsible for the operation of 40 shopping centers and mixed-use assets in Washington, DC, Virginia, Florida and North Carolina. Ms. Zeigler previously held portfolio management roles at KeyBank Real Estate Capital and Lend Lease Real Estate Investments and served as a Senior Real Estate Auditor at Ernst & Young LLP in Atlanta, Georgia.

Ms. Zeigler graduated Magna Cum Laude with a Bachelor of Science in Accounting from Florida A&M University, and holds a Masters of Business Administration in Real Estate from Georgia State University.

Forward-Looking Statements

This information contains certain statements, other than purely historical information, including estimates, projections, statements relating to the Company's business plans, objectives and expected operating results, measures being taken in response to the COVID-19 pandemic, and the impact of the COVID-19 pandemic on our business, and the assumptions upon which those statements are based, that 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 the Company believes 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 the Company's 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 and a worsening of global economic conditions or low levels of economic growth; the duration and scope of the COVID-19 pandemic and its impact on the demand for travel and on levels of consumer confidence; actions governments, businesses and individuals take in response to the pandemic, the impact of the pandemic on global and regional economies, travel, and economic activity; public adoption rates of COVID-19 vaccines, including booster shots, and their effectiveness against emerging variants of COVID-19, such as the Delta and Omicron variants, and the pace of recovery when the COVID-19 pandemic subsides; increased direct and indirect 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 and epidemics and/or pandemics, including COVID-19; the Company's ability to obtain lines of credit or permanent financing on satisfactory terms; changes in interest rates; access to capital through offerings of the Company's common and preferred shares of beneficial interest, or debt; the Company's ability to identify suitable acquisitions; the Company's ability to close on identified acquisitions and integrate those businesses; and inaccuracies of the Company's accounting estimates. Moreover, investors are cautioned to interpret many of the risks identified under the section entitled "Risk Factors" in the Company's Form 10-K for the year ended December 31, 2021 that will be filed on February 24, 2022 as being heightened as a result of the ongoing and numerous adverse impacts of the COVID-19 pandemic. Given these uncertainties, undue reliance should not be placed on such statements. Except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. The Company cautions investors not to place undue reliance on these forward looking statements and urges investors to carefully review the disclosures the Company makes concerning risks and uncertainties in the sections entitled "Risk Factors," "Forward- Looking Statements," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report, as well as risks, uncertainties and other factors discussed in other documents filed by the Company with the Securities and Exchange Commission.

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Additional Contact:

Sean M. Mahoney, Executive Vice President and Chief Financial Officer – (301) 280-7774

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

<http://www.rljlodgingtrust.com>
