

HERSHA HOSPITALITY TRUST  
Form 10-K  
February 20, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-14765

HERSHA HOSPITALITY TRUST

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(Exact Name of Registrant as Specified in Its Charter)

Maryland 251811499  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

44 Hersha Drive, Harrisburg, PA 17102  
(Address of Registrant's Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 236-4400

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

Title of each class	Name of each exchange on which registered
Class A Common Shares of Beneficial Interest, par value \$.01 per share	New York Stock Exchange
Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	New York Stock Exchange
Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	New York Stock Exchange

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

None

(Title of class)

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (i) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (ii) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the outstanding Class A common shares held by nonaffiliates of the registrant, computed by reference to the closing sale price at which Class A common shares were last sold on June 30, 2014, was approximately \$1.3 billion.

As of February 19, 2015, the number of Class A common shares outstanding was 198,837,454 and there were no Class B common shares outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement, to be filed with the Securities and Exchange Commission not later than 120 days after the end of the registrant's last fiscal year pursuant to Regulation 14A, are incorporated herein by reference into Part II, Item 5 and Part III.

HERSHA HOSPITALITY TRUST

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## CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Unless the context otherwise requires, references in this report to: (1) “we,” “us,” “our,” the “Company” and “Hersha” mean Hersha Hospitality Trust and its consolidated subsidiaries, including Hersha Hospitality Limited Partnership, taken as a whole; (2) “HHLP” and “our operating partnership” mean Hersha Hospitality Limited Partnership; and (3) “common shares” mean our Class A common shares of beneficial interest, \$0.01 par value per share.

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934 (“Exchange Act”), as amended, including, without limitation, statements containing the words, “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should” and words of similar import. Such forward-looking statements relate to future events, our plans, strategies, prospects and future financial performance, and involve known and unknown risks that are difficult to predict, uncertainties and other factors which may cause our actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers should specifically consider the various factors identified in this report including, but not limited to those discussed in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” that could cause actual results to differ. Statements regarding the following subjects are forward-looking by their nature:

- our business or investment strategy;
- our projected operating results;
- our distribution policy;
- our liquidity;
- completion of any pending transactions;
- our ability to obtain future financing arrangements;
- our understanding of our competition;
- market trends; and
- projected capital expenditures.

Forward-looking statements are based on our beliefs, assumptions and expectations, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and

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uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Readers should not place undue reliance on forward-looking statements. The following factors could cause actual results to vary from our forward-looking statements:

general volatility of the capital markets and the market price of our common shares;

changes in our business or investment strategy;

availability, terms and deployment of capital;

availability of qualified personnel;

changes in our industry and the market in which we operate, interest rates, or the general economy;

the degree and nature of our competition;

financing risks, including the risk of leverage and the corresponding risk of default on our mortgage loans and other debt and potential inability to refinance or extend the maturity of existing indebtedness;

levels of spending in the business, travel and leisure industries, as well as consumer confidence;

declines in occupancy, average daily rate and RevPAR and other hotel operating metrics;

hostilities, including future terrorist attacks, or fear of hostilities that affect travel;

financial condition of, and our relationships with, our joint venture partners, third-party property managers, franchisors and hospitality joint venture partners;

the degree and nature of our competition;

increased interest rates and operating costs;

ability to complete development and redevelopment projects;

risks associated with potential acquisitions, including the ability to ramp up and stabilize newly acquired hotels with limited or no operating history, and dispositions of hotel properties;

availability of and our ability to retain qualified personnel;

our failure to maintain our qualification as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986 or the Code, as amended;

environmental uncertainties and risks related to natural disasters;

changes in real estate and zoning laws and increases in real property tax rates; and

the factors discussed in Item 1A of this Annual Report on Form 10-K for the year ended December 31, 2014 under the heading "Risk Factors" and in other reports we file with the U.S. Securities and Exchange Commission ("SEC") from



time to time.

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These factors are not necessarily all of the important factors that could cause our actual results, performance or achievements to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors, many of which are beyond our control, also could harm our results, performance or achievements.

All forward-looking statements contained in this report are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

## PART I

### Item 1. Business

#### OVERVIEW

Hersha Hospitality Trust is a self-advised Maryland real estate investment trust that was organized in 1998 and completed its initial public offering in January of 1999. Our common shares are traded on the New York Stock Exchange under the symbol “HT.” We invest primarily in institutional grade hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, South Florida and select markets on the West Coast. Our primary strategy is to continue to acquire high quality, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers to entry in markets with similar characteristics. We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes.

We seek to identify acquisition candidates located in markets with economic, demographic and supply dynamics favorable to hotel owners and operators. Through our due diligence process, we select those acquisition targets where we believe selective capital improvements and intensive management will increase the hotel’s ability to attract key demand segments, enhance hotel operations and increase long-term value.

As of December 31, 2014, our portfolio consisted of 46 wholly owned limited and full service properties with a total of 6,587 rooms and interests in five limited and full service properties owned through joint venture investments with a total of 1,369 rooms. These 51 properties, with a total of 7,956 rooms, are located in Arizona, California, Connecticut, Delaware, District of Columbia, Florida, Maryland, Massachusetts, New York, Pennsylvania, and Virginia and operate under leading brands, owned by Marriott International, Inc. (“Marriott”), Hilton Worldwide, Inc. (“Hilton”), InterContinental Hotels Group (“IHG”), Hyatt Corporation (“Hyatt”), or Starwood Hotels and Resorts Worldwide, Inc. (“Starwood”). In addition, some of our hotels operate as independent boutique hotels.

We are structured as an umbrella partnership REIT, or UPREIT, and we own our hotels and our investments in joint ventures through our operating partnership, Hersha Hospitality Limited Partnership, for which we serve as general partner. As of December 31, 2014, we owned an approximate 95.8% partnership interest in our operating partnership.

The majority of our wholly-owned hotels are managed by Hersha Hospitality Management, L.P. (“HHMLP”), a privately held, qualified management company owned by certain of our trustees and executive officers and other

unaffiliated third party investors. Third party qualified management companies manage the hotels that we own through joint venture interests. We lease our wholly-owned hotels to 44 New England Management Company (“44 New England”), our wholly-owned taxable REIT subsidiary (“TRS”). Each of the hotels that we own through a joint venture investment is leased to another TRS that is owned by the respective joint venture or an entity owned in part by 44 New England.

Our principal executive office is located at 44 Hersha Drive, Harrisburg, Pennsylvania 17102. Our telephone number is (717) 236-4400. Our website address is [www.hersha.com](http://www.hersha.com). The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this report.

#### AVAILABLE INFORMATION

We make available free of charge through our website ([www.hersha.com](http://www.hersha.com)) our code of ethics, corporate governance guidelines and the charters of the committees of our Board of Trustees (Acquisition Committee, Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Risk Sub-Committee of the Audit Committee). We also make available through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. The information available on our website is not, and shall not be deemed to be, a part of this report or incorporated into any other filings we make with the SEC.

## INVESTMENT IN HOTEL PROPERTIES

Our operating strategy focuses on increasing hotel performance for our portfolio. The key elements of this strategy are:

working together with our hotel management companies to increase revenue per available room, or "RevPAR" and to maximize the average daily rate, or "ADR" and occupancy levels through active property-level management, including intensive marketing efforts to tour groups, corporate and government extended stay customers and other wholesale customers and expanded yield management programs, which are calculated to better match room rates to room demand; and

maximizing our earnings by managing costs and positioning our hotels to capitalize on increased demand in the high quality, upper-upscale, upscale, mid-scale and extended-stay lodging segments, which we believe can be expected to follow from improving economic conditions.

## ACQUISITIONS

We selectively acquire high quality branded upper-upscale, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers-to-entry and independent boutique hotels in similar markets. Through our due diligence process, we select those acquisition targets where we believe selective capital improvements and intensive management will increase the hotel's ability to attract key demand segments, enhance hotel operations and increase long-term value. In executing our disciplined acquisition program, we will consider acquiring hotels that meet the following additional criteria:

nationally-franchised hotels operating under popular brands, such as Marriott, Residence Inn by Marriott, Courtyard by Marriott, Hilton Hotels, Hilton Garden Inn, Hampton Inn, Holiday Inn, Holiday Inn Express, Holiday Inn Express and Suites, Candlewood Suites, Hyatt House, Hyatt Place, Hyatt and Sheraton Hotels;

hotels in locations with significant barriers-to-entry, such as high development costs, limited availability of land and lengthy entitlement processes;

hotels in our target markets where we can realize operating efficiencies and economies of scale; and

independent boutique hotels in similar markets

Since our initial public offering in January 1999 and through December 31, 2014, we have acquired, wholly or through joint ventures, a total of 107 hotels, including 28 hotels acquired from entities controlled by certain of our trustees and executive officers. Of the 28 acquisitions from entities controlled by certain of our trustees and executive officers, 25 were newly constructed or substantially renovated by these entities prior to our acquisition. We take

advantage of our relationships with entities that are developing or substantially renovating hotels, including entities controlled by certain of our trustees and executive officers, to identify future hotel acquisitions that we believe may be attractive to us. We intend to continue to acquire hotels from entities controlled by certain of our trustees and executive officers if approved by a majority of our independent trustees in accordance with our related party transaction policy.

## DISPOSITIONS

We evaluate our hotels on a periodic basis to determine if these hotels continue to satisfy our investment criteria. We may sell hotels opportunistically based upon management's forecast and review of the cash flow potential of each hotel and re-deploy the proceeds into debt reduction or acquisitions of hotels. We utilize several criteria to determine the long-term potential of our hotels. Hotels are identified for sale based upon management's forecast of the strength of each hotel's cash flows and its ability to remain accretive to our portfolio. Our decision to sell a hotel is often predicated upon the size of the hotel, strength of the franchise, property condition and related costs to renovate the property, strength of market demand generators, projected supply of hotel rooms in the market, probability of increased valuation and geographic profile of the hotel. All asset sales are comprehensively reviewed by the Acquisition Committee of our Board of Trustees, which committee consists solely of independent trustees. During the time since our initial public offering in 1999 through December 31, 2014, we have sold a total of 62 hotels.

## FINANCING

We intend to finance our long-term growth with common and preferred equity issuances and debt financing having staggered maturities. Our debt includes unsecured debt provided primarily under our \$500 million unsecured credit facility which provides for a \$250 million unsecured term loan and a \$250 million unsecured revolving credit facility and secured mortgage debt in our hotel properties. We intend to use our loan capacity, expanded in February 2014 as discussed below and the undrawn portion of our \$500 million senior unsecured credit facility to pay down mortgage debt and fund future acquisitions, as well as for capital improvements and working capital requirements. Subject to market conditions, we intend to repay amounts outstanding under the revolving line of credit portion of our credit facility from time to time with proceeds from periodic common and preferred equity issuances, long-term debt financings and cash flows from operations. When purchasing hotel properties, we may issue common and preferred limited partnership interests in our operating partnership as full or partial consideration to sellers.

## FRANCHISE AGREEMENTS

We believe that the public's perception of quality associated with a franchisor is an important feature in the operation of a hotel. Franchisors provide a variety of benefits for franchisees, which include national advertising, publicity and other marketing programs designed to increase brand awareness, training of personnel, continuous review of quality standards and centralized reservation systems. Most of our hotels operate under franchise licenses from national hotel franchisors, including:

Franchisor	Franchises
Marriott International	Marriott, Residence Inn by Marriott, Courtyard by Marriott
Hilton Hotels Corporation	Hilton Hotels, Hilton Garden Inn, Hampton Inn
IHG	Holiday Inn, Holiday Inn Express, Holiday Inn Express & Suites, Candlewood Suites
Hyatt Hotels Corporation	Hyatt House, Hyatt Place, Hyatt
Starwood Hotels	Sheraton Hotels

We anticipate that most of the hotels in which we invest will be operated pursuant to franchise licenses.

The franchise licenses generally specify certain management, operational, record-keeping, accounting, reporting and marketing standards and procedures with which the franchisee must comply. The franchise licenses generally obligate our lessees to comply with the franchisors' standards and requirements with respect to training of operational personnel, safety, maintaining specified insurance, the types of services and products ancillary to guest room services that may be provided by our lessees, display of signage, and the type, quality and age of furniture, fixtures and equipment included in guest rooms, lobbies and other common areas. In general, the franchise licenses require us to pay the franchisor a fee typically ranging between 6.0% and 9.3% of such hotel's revenues annually.

## PROPERTY MANAGEMENT

We work closely with our hotel management companies to operate our hotels and increase same hotel performance for our portfolio.

Through our TRS and our investment in joint ventures, we have retained the following management companies to operate our hotels, as of December 31, 2014:

Manager	Wholly Owned		Joint Ventures		Total	
	Hotels	Rooms	Hotels	Rooms	Hotels	Rooms
Hersha Hospitality Management, L.P.	45	6,439	-	-	45	6,439
Waterford Hotel Group, Inc.	-	-	3	1,087	3	1,087
South Bay Boston Management, Inc.	-	-	2	282	2	282
Northwood Management, LLC.	1	148	-	-	1	148
Total	46	6,587	5	1,369	51	7,956

Each management agreement provides for a set term and is subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, all managers, including HHMLP, must qualify as an “eligible independent contractor” during the term of the management agreements.



Under the management agreements, the manager generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by the manager in performing its authorized duties are reimbursed or borne by our applicable TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. Our managers are not obligated to advance any of their own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel.

For their services, the managers receive a base management fee, and if a hotel meets and exceeds certain thresholds, an additional incentive management fee. For the year ended December 31, 2014, these thresholds were not met and incentive management fees were not earned. The base management fee for a hotel is due monthly and is generally equal to 3% of the gross revenues associated with that hotel for the related month.

#### CAPITAL IMPROVEMENTS, RENOVATION AND REFURBISHMENT

Under certain loan agreements, we have established capital reserves for our hotels to maintain the hotels in a condition that complies with their respective requirements. These capital reserves typically range from 3% to 4% of each hotel's gross revenues. In addition, we may upgrade hotels in our portfolio in order to capitalize on opportunities to increase revenue, and, as deemed necessary by our management, to seek to meet competitive conditions and preserve asset quality. We will also renovate hotels when we believe the investment in renovations will provide an attractive return to us through increased revenues and profitability and is in the best interests of our shareholders. We maintain a capital expenditures policy by which replacements and renovations are monitored to determine whether they qualify as capital improvements. All items that are deemed to be repairs and maintenance costs are expensed and recorded in Hotel Operating Expenses in the Consolidated Statements of Operations.

#### OPERATING PRACTICES

Our hotel managers utilize centralized accounting and data processing systems, which facilitate financial statement and budget preparation, payroll management, quality control and other support functions for the on-site hotel management team. Our hotel managers also provide centralized control over purchasing and project management (which can create economies of scale in purchasing) while emphasizing local discretion within specific guidelines.

#### DISTRIBUTIONS

We have made 64 consecutive quarterly distributions to the holders of our common shares since our initial public offering in January 1999 and intend to continue to make regular quarterly distributions to our shareholders as approved by our Board of Trustees.

The following table sets forth distribution information for the last two calendar years.

Common Shares

Quarter to which Distribution Relates	Record Date	Payment Date	Class A Common Shares and Common Units Per Share and Per Unit Distribution Amount
2014			
Fourth Quarter	1/5/2015	1/15/2015	\$ 0.07
Third Quarter	10/2/2014	10/15/2014	\$ 0.07
Second Quarter	6/30/2014	7/15/2014	\$ 0.06
First Quarter	3/31/2014	4/15/2014	\$ 0.06
2013			
Fourth Quarter	1/2/2014	1/16/2014	\$ 0.06
Third Quarter	10/1/2013	10/15/2013	\$ 0.06
Second Quarter	7/1/2013	7/15/2013	\$ 0.06
First Quarter	4/1/2013	4/15/2013	\$ 0.06

## Preferred Shares

Quarter to which Distribution Relates	Record Date	Payment Date	Series B Preferred Per Share Distribution Amount	Series C Preferred Per Share Distribution Amount	
2014					
Fourth Quarter	1/1/2015	1/15/2015	\$ 0.50	\$ 0.43	
Third Quarter	10/1/2014	10/15/2014	\$ 0.50	\$ 0.43	
Second Quarter	7/1/2014	7/15/2014	\$ 0.50	\$ 0.43	
First Quarter	4/1/2014	4/15/2014	\$ 0.50	\$ 0.43	
2013					
Fourth Quarter	1/1/2014	1/15/2014	\$ 0.50	\$ 0.43	
Third Quarter	10/1/2013	10/15/2013	\$ 0.50	\$ 0.43	
Second Quarter	7/1/2013	7/15/2013	\$ 0.50	\$ 0.43	
First Quarter (2)	4/1/2013	4/15/2013	\$ 0.50	\$ 0.19	(1)

(1) Partial period distribution

(2) On March 28, 2013, Hersha Hospitality Trust redeemed all of its issued and outstanding shares of 8.00% Series A Cumulative Redeemable Preferred Stock. The Series A Preferred Shares were redeemed at a per share redemption price of \$25.00 together with accrued and unpaid dividends to the redemption date for an aggregate per share redemption price of \$25.4056.

Our Board of Trustees will determine the amount of our future distributions in its sole discretion and its decision will depend on a number of factors, including the amount of funds from operations, our partnership's financial condition, debt service requirements, capital expenditure requirements for our hotels, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as the trustees deem relevant. Our ability to make distributions will depend on the profitability of and cash flow available from our hotels. There can be no assurance we will continue to pay distributions at the rates above or any other rate. Additionally, we may, if necessary and allowable, pay taxable distributions of our shares or debt securities to meet the distribution requirements. There are no assurances we will be able to continue to make quarterly distributions at the current rate.

## SEASONALITY

Our hotels' operations historically have been seasonal in nature, reflecting higher revenues and occupancy rates during the second and third quarters. This seasonality causes fluctuations in our quarterly operating revenues, profitability, and cash flow.

## COMPETITION

The U.S. hotel industry is highly competitive. Our hotels compete with other hotels for guests in each of their markets on the basis of several factors, including, among others, location, quality of accommodations, convenience, brand affiliation, room rates, service levels and amenities, and level of customer service. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels operated under premium brands in the focused-service and full-service segments. We believe that hotels, such as our hotels, that are affiliated with leading national brands, such as the Marriott, Hilton, Hyatt, IHG or Starwood brands, will enjoy the competitive advantages associated with operating under such brands. Increased competition could harm our occupancy and revenues and may require us to provide additional amenities or make capital improvements that we otherwise would not have to make, which may materially and adversely affect our operating results and liquidity.

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The upper-upscale, upscale and mid-scale, limited service segments of the hotel business are highly competitive. There are many competitors in our market segments and new hotels are routinely being constructed. Additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms.

We also compete for hotel acquisitions with entities that have investment objectives similar to ours. We face competition for the acquisition of hotels from institutional pension funds, private equity funds, REITs, hotel companies and others who are engaged in the acquisition of hotels. Some of these competitors have substantially greater financial and operational resources and access to capital than we have and may have greater knowledge of the markets in which we seek to invest. This competition may reduce the number of suitable investment opportunities offered to us, increase the bargaining power of property owners seeking to sell to us and decrease the attractiveness of the terms on which we may acquire our targeted hotel investments, including the cost thereof, making it more difficult for us to acquire new properties on attractive terms.

### EMPLOYEES

As of December 31, 2014, we had 48 employees who were principally engaged in managing the affairs of the Company unrelated to property operations. We believe that our relations with our employees are satisfactory.

### TAX STATUS

We elected to be taxed as a REIT under Sections 856 through 860 of the Code, commencing with our taxable year ended December 31, 1999. As long as we qualify for taxation as a REIT, we generally will not be subject to federal income tax on the portion of our income that is currently distributed to our shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates. Additionally, we will generally be unable to qualify as a REIT for four years following the year in which qualification is lost. Even if we qualify for taxation as a REIT, we will be subject to certain state and local taxes on our income and property and to federal income and excise taxes on our undistributed income.

We own interests in several TRSs. We may own up to 100% of the stock of a TRS. A TRS is a taxable corporation that may lease hotels from our operating partnership and its subsidiaries under certain circumstances. Overall, no more than 25% of the value of our assets may consist of securities of one or more TRSs. In addition, no more than 25% of our gross income for any year may consist of dividends from one or more TRSs and income from certain non-real estate related sources.

A TRS is permitted to lease hotels from us as long as the hotels are operated on behalf of the TRS by a third party manager that qualifies as an "eligible independent contractor." To qualify for that treatment, the manager must satisfy

the following requirements:

1. such manager is, or is related to a person who is, actively engaged in the trade or business of operating “qualified lodging facilities” for any person unrelated to us and the TRS;
2. such manager does not own, directly or indirectly, more than 35% of our shares;
3. no more than 35% of such manager is owned, directly or indirectly, by one or more persons owning 35% or more of our shares; and
4. we do not, directly or indirectly, derive any income from such manager.

The deductibility of interest paid or accrued by a TRS to us is limited to assure that the TRS is subject to an appropriate level of corporate taxation. A 100% excise tax is imposed on transactions between a TRS and us that are not on an arm’s-length basis.

## REGULATION

### General

Our hotels are subject to various U.S. federal, state and local laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe that each of our hotels has the necessary permits and approvals to operate its business.

## Americans with Disabilities Act

Our hotels must comply with applicable provisions of the Americans with Disabilities Act of 1993, or ADA, to the extent that such hotels are "public accommodations" as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our hotels where such removal is readily achievable. We believe that our hotels are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. However, non-compliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our hotels and to make alterations as appropriate in this respect.

## Environmental Matters

Under various laws relating to the protection of the environment, a current or previous owner or operator (including tenants) of real estate may be liable for contamination resulting from the presence or discharge of hazardous or toxic substances at that property and may be required to investigate and clean up such contamination at that property or emanating from that property. These costs could be substantial and liability under these laws may attach without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the liability may be joint and several. The presence of contamination or the failure to remediate contamination at our hotels may expose us to third-party liability or materially and adversely affect our ability to sell, lease or develop the real estate or to incur debt using the real estate as collateral.

Our hotels are subject to various federal, state, and local environmental, health and safety laws and regulations that address a wide variety of issues, including, but not limited to, storage tanks, air emissions from emergency generators, storm water and wastewater discharges, lead-based paint, mold and mildew and waste management. Our hotels incur costs to comply with these laws and regulations and could be subject to fines and penalties for non-compliance.

Environmental laws require that owners or operators of buildings with asbestos-containing building materials properly manage and maintain these materials, adequately inform or train those who may come into contact with asbestos and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition. These laws may impose fines and penalties on building owners or operators for failure to comply with these requirements. In addition, third parties may seek recovery from owners or operators for personal injury associated with exposure to asbestos-containing building materials.

Some of our hotels may contain or develop harmful mold or suffer from other adverse conditions, which could lead to liability for adverse health effects and costs of remediation. The presence of significant mold or other airborne contaminants at any of our hotels could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected hotel or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from guests or employees at our hotels

and others if property damage or health concerns arise.

## INSURANCE

We require comprehensive insurance to be maintained by our hotel management companies, including HHMLP, on each of our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

## FINANCIAL INFORMATION ABOUT SEGMENTS

We are in the business of acquiring equity interests in hotels, and we manage our hotels as individual operating segments that meet the aggregation criteria and are therefore disclosed as one reportable segment. See “Note 1 - Organization and Summary of Significant Accounting Policies” in Item 8 of this Annual Report on Form 10-K for segment financial information.



## Item 1A. Risk Factors

You should carefully consider the following risks, together with the other information included in this Annual Report on Form 10-K. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, the trading price of our securities could decline, and you may lose all or part of any investment you have in our securities.

### Risks Related to the Economy and Credit Markets

Difficult economic conditions may continue to adversely affect the hotel industry.

The performance of the hotel industry has historically been linked to key macroeconomic indicators, such as GDP growth, employment, corporate earnings and investment, and travel demand. If the U.S. economy should falter and there is an extended period of economic weakness, a recession or depression, our revenues and profitability could be adversely affected.

A recession could result in declines in our average daily room rates, occupancy and RevPAR, and thereby have a material adverse effect on our results of operations.

The performance of the hotel industry has traditionally been closely linked with the general economy. During the recession of 2008 and 2009, overall travel was reduced, which had a significant effect on our results of operations. While operating results have subsequently improved, there can be no assurance that any increases in hotel revenues or earnings at our properties will continue for any number of reasons, including, but not limited to, slower growth in the economy, changes in unemployment, underemployment and changes in travel patterns. A stall in the economic recovery or a resurgent recession would have a material adverse effect on our results of operations. If a property's occupancy or room rates drop to the point where its revenues are insufficient to cover its operating expenses, then we would be required to spend additional funds for that property's operating expenses.

In addition, if operating results decline at our hotels secured by mortgage debt, there may not be sufficient operating profit from the hotel to cover the debt service on the mortgage. In such a case, we may be forced to choose from a number of unfavorable options, including using corporate cash, drawing on our revolving credit facility, selling the hotel on disadvantageous terms, including an unattractive price, or defaulting on the mortgage debt and permitting the lender to foreclose. Any one of these options could have a material adverse effect on our business, results of operations, financial condition and ability to pay distributions to our shareholders.

Disruptions in the financial markets could adversely affect our ability to obtain sufficient third-party financing for our capital needs, including expansion, acquisition and other activities, on favorable terms or at all, which could materially and adversely affect us.

In the recession of 2008 and 2009 and some recent years, the U.S. stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks to fluctuate substantially and the spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in some cases have resulted in the unavailability of financing, even for companies which otherwise are qualified to obtain financing. Continued volatility and uncertainty in the stock and credit markets may negatively impact our ability to access additional financing for our capital needs, including expansion, acquisition activities and other purposes, on favorable terms or at all, which may negatively affect our business. Additionally, due to this uncertainty, we may in the future be unable to refinance or extend our debt, or the terms of any refinancing may not be as favorable as the terms of our existing debt. If we are not successful in refinancing our debt when it becomes due, we may be forced to dispose of hotels on disadvantageous terms, which might adversely affect our ability to service other debt and to meet our other obligations. A prolonged downturn in the financial markets may cause us to seek alternative sources of potentially less attractive financing and may require us to further adjust our business plan accordingly. These events also may make it more difficult or costly for us to raise capital through the issuance of new equity capital or the incurrence of additional secured or unsecured debt, which could materially and adversely affect us.

## RISKS RELATED TO THE HOTEL INDUSTRY

Our hotels are subject to general hotel industry operating risks, which may impact our ability to make distributions to shareholders.

Our hotels are subject to all operating risks common to the hotel industry. The hotel industry has experienced volatility in the past, as have our hotels, and there can be no assurance that such volatility will not occur in the future. These risks include, among other things: competition from other hotels; over-building in the hotel industry that could adversely affect hotel revenues and hotel values; increases in operating costs due to inflation and other factors, which may not be offset by increased room rates; reduction in business and commercial travel and tourism; strikes and other labor disturbances of hotel employees; increases in energy costs and other expenses of travel; adverse effects of general and local economic conditions; and adverse political conditions. These factors could reduce revenues of the hotels and adversely affect our ability to make distributions to our shareholders.

The value of our hotels depends on conditions beyond our control.

Our hotels are subject to varying degrees of risk generally incident to the ownership of hotels. The underlying value of our hotels, our income and ability to make distributions to our shareholders are dependent upon the operation of the hotels in a manner sufficient to maintain or increase revenues in excess of operating expenses. Hotel revenues may be adversely affected by adverse changes in national economic conditions, adverse changes in local market conditions due to changes in general or local economic conditions and neighborhood characteristics, competition from other hotels, changes in interest rates and in the availability, cost and terms of mortgage funds, the impact of present or future environmental legislation and compliance with environmental laws, the ongoing need for capital improvements, particularly in older structures, changes in real estate tax rates and other operating expenses, adverse changes in governmental rules and fiscal policies, civil unrest, acts of terrorism, acts of God, including earthquakes, hurricanes and other natural disasters, acts of war, adverse changes in zoning laws, and other factors that are beyond our control. In particular, general and local economic conditions may be adversely affected by terrorist incidents, such as those in New York, Washington, D.C. and Boston. Our management is unable to determine the long-term impact, if any, of these incidents or of any acts of war or terrorism in the United States or worldwide, on the U.S. economy, on us or our hotels or on the market price of our common shares.

Our investments are concentrated in a single segment of the hotel industry.

Our primary business strategy is to continue to acquire high quality, upper-upscale, upscale and mid-scale limited service and extended-stay hotels in metropolitan markets with high barriers to entry including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles, Miami and other markets and other markets with similar characteristics. We are subject to risks inherent in concentrating investments in a single industry and in a specific market segment within that industry. The adverse effect on amounts available for distribution to shareholders resulting from a downturn in the hotel industry in general or the mid-scale segment in particular could be more pronounced than

if we had diversified our investments outside of the hotel industry or in additional hotel market segments.

Operating costs and capital expenditures for hotel renovation may be greater than anticipated and may adversely impact distributions to shareholders.

Hotels generally have an ongoing need for renovations and other capital improvements, particularly in older structures, including periodic replacement of furniture, fixtures and equipment. Under the terms of our management agreements, we generally are obligated to pay the cost of expenditures for items that are classified as capital items under GAAP that are necessary for the continued operation of our hotels.

If these expenses exceed our expectations, the additional cost could have an adverse effect on amounts available for distribution to shareholders. In addition, we may acquire hotels in the future that require significant renovation. Renovation of hotels involves certain risks, including the possibility of environmental problems, construction cost overruns and delays, uncertainties as to market demand or deterioration in market demand after commencement of renovation and the emergence of unanticipated competition from hotels.

The hotel industry is highly competitive.

The hotel industry is highly competitive. Our hotels compete with other existing and new hotels in their geographic markets. Many of our competitors have substantially greater marketing and financial resources than we do. Effective marketing by our competitors may reduce our hotel revenue and adversely impact our ability to make distributions to our shareholders.

Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

The continuation of our franchise licenses is subject to specified operating standards and other terms and conditions. All of the franchisors of our hotels periodically inspect our hotels to confirm adherence to their operating standards. The failure to maintain such standards or to adhere to such other terms and conditions could result in the loss or cancellation of the applicable franchise license. It is possible that a franchisor could condition the continuation of a franchise license on the completion of capital improvements that our trustees determine are too expensive or otherwise not economically feasible in light of general economic conditions, the operating results or prospects of the affected hotel. In that event, our trustees may elect to allow the franchise license to lapse or be terminated.

There can be no assurance that a franchisor will renew a franchise license at each option period. If a franchisor terminates a franchise license, we may be unable to obtain a suitable replacement franchise, or to successfully operate the hotel independent of a franchise license. The loss of a franchise license could have a material adverse effect upon the operations or the underlying value of the related hotel because of the loss of associated name recognition, marketing support and centralized reservation systems provided by the franchisor. Our loss of a franchise license for one or more of the hotels could have a material adverse effect on our partnership's revenues and our amounts available for distribution to shareholders.

The hotel industry is seasonal in nature.

The hotel industry is seasonal in nature. Generally, in certain markets we operate, hotel revenues are greater in the second and third quarters than in the first and fourth quarters. Our hotels' operations historically reflect this trend in these markets. As a result, our results of operations may vary on a quarterly basis, impairing comparability of operating data and financial performance on a quarter to quarter basis.

The cyclical nature of the hotel industry may cause fluctuations in our operating performance, which could have a material adverse effect on us.

The hotel industry historically has been highly cyclical in nature. Fluctuations in lodging demand and, therefore, operating performance, are caused largely by general economic and local market conditions, which subsequently affect levels of business and leisure travel. In addition to general economic conditions, new hotel room supply is an important factor that can affect the hotel industry's performance, and overbuilding has the potential to further exacerbate the negative impact of an economic recession. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. We can provide no assurances regarding whether, or the extent to which, lodging demand will rebound or whether any such rebound will be sustained. An adverse change in lodging fundamentals could result in returns that are substantially below our expectations or result in losses, which could have a material adverse effect on us.

The increasing use of Internet travel intermediaries by consumers may materially and adversely affect our profitability.

Although a majority of rooms sold on the Internet are sold through websites maintained by the hotel franchisors and managers, some of our hotel rooms will be booked through Internet travel intermediaries. These Internet travel intermediaries may purchase rooms at a negotiated discount from participating hotels, which could result in lower room rates than the franchisor or manager otherwise could have obtained. As these Internet bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us and any hotel management companies that we engage. Moreover, some of these Internet travel intermediaries are attempting to offer hotel rooms as a commodity, by increasing the importance of price and general indicators of quality, such as "three-star downtown hotel," at the expense of brand identification or quality of product or service. If consumers develop brand loyalties to Internet reservations systems rather than to the brands under which our hotels are franchised, the value of our hotels could deteriorate and our business could be materially and adversely affected. Although most of the business for our hotels is expected to be derived from traditional channels, if the amount of sales made through Internet intermediaries increases significantly, room revenues may flatten or decrease and our profitability may be materially and adversely affected.

The need for business-related travel and, thus, demand for rooms in our hotels may be materially and adversely affected by the increased use of business-related technology.

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at meetings without traveling to a centralized meeting location, such as our hotels. To the extent that such technologies play an increased role in day-to-day business and the necessity for business-related travel decreases, demand for our hotel rooms may decrease and we could be materially and adversely affected.

Future terrorist attacks or changes in terror alert levels could adversely affect travel and hotel demand.

Previous terrorist attacks and subsequent terrorist alerts have adversely affected the U.S. travel and hospitality industries over the past several years, often disproportionately to the effect on the overall economy. The impact that terrorist attacks in the U.S. or elsewhere could have on domestic and international travel and our business in particular cannot be determined but any such attacks or the threat of such attacks could have a material adverse effect on our business, our ability to finance our business, our ability to insure our properties and our results of operations and financial condition.

The outbreak of widespread contagious disease could reduce travel and adversely affect hotel demand.

The widespread outbreak of infectious or contagious disease, such as influenza, mumps and Ebola, in the U.S. could reduce travel and adversely affect the hotel industry generally and our business in particular.

## RISKS RELATED TO OUR BUSINESS AND OPERATIONS

We face risks associated with the use of debt, including refinancing risk.

At December 31, 2014, we had outstanding long-term debt of \$918.9 million. We may borrow additional amounts from the same or other lenders in the future. Some of these additional borrowings may be secured by our hotels. Our declaration of trust (as amended and restated, our "Declaration of Trust") does not limit the amount of indebtedness we may incur. We cannot assure you that we will be able to meet our debt service obligations and, to the extent that we cannot, we risk the loss of some or all of our hotels to foreclosure. Our indebtedness contains various financial and non-financial events of default covenants customarily found in financing arrangements. Our mortgages payable typically require that specified debt service coverage ratios be maintained with respect to the financed properties before we can exercise certain rights under the loan agreements relating to such properties. If the specified criteria are

not satisfied, the lender may be able to escrow cash flow from the applicable hotels.

There is also a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of the existing debt. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital or sales of properties, we may be forced to use operating income to repay such indebtedness, which would have a material adverse effect on our cash available for distribution in years when significant “balloon” payments come due. In some such cases, we may lose the applicable hotels to foreclosure. This risk is particularly significant. See Item 7A of this Annual Report on Form 10-K for a detailed schedule of debt principal repayments.

We face high levels of competition for the acquisition of hotel properties and other assets, which may impede our ability to make future acquisitions or may increase the cost of these acquisitions.

We face competition for investment opportunities in high quality, upper-upscale, upscale and mid-scale limited service and extended-stay hotels from entities organized for purposes substantially similar to our objectives, as well as other purchasers of hotels. We compete for such investment opportunities with entities that have substantially greater financial resources than we do, including access to capital or better relationships with franchisors, sellers or lenders. Our competitors may generally be able to accept more risk than we can manage prudently and may be able to borrow the funds needed to acquire hotels on more favorable terms. Competition may generally reduce the number of suitable investment opportunities offered to us and increase the bargaining power of property owners seeking to sell.



We do not operate our hotels and, as a result, we do not have complete control over implementation of our strategic decisions.

In order for us to satisfy certain REIT qualification rules, we cannot directly or indirectly operate or manage any of our hotels. Instead, we must engage an independent management company to operate our hotels. As of December 31, 2014, our TRSs and our joint venture partnerships have engaged independent management companies as the property managers for all of our wholly owned hotels leased to our TRSs and the respective hotels for the joint ventures, as required by the REIT qualification rules. The management companies operating the hotels make and implement strategic business decisions with respect to these hotels, such as decisions with respect to the repositioning of a franchise or food and beverage operations and other similar decisions. Decisions made by the management companies operating the hotels may not be in the best interests of a particular hotel or of the Company. Accordingly, we cannot assure you that the management companies will operate our hotels in a manner that is in our best interests. In addition, the financial condition of the management companies could impact their future ability to operate our hotels.

Our acquisitions may not achieve expected performance, which may harm our financial condition and operating results.

We anticipate that acquisitions will largely be financed with the net proceeds of securities offerings and through externally generated funds such as borrowings under our revolving credit facility and other secured and unsecured debt financing. Acquisitions entail risks that investments will fail to perform in accordance with expectations and that estimates of the cost of improvements necessary to acquire and market properties will prove inaccurate, as well as general investment risks associated with any new real estate investment. As a result, we may not be able to generate enough cash from these hotels to make debt service payments or pay operating expenses.

Acquisition of hotels with limited operating history may not achieve desired results.

Many of our recent acquisitions are newly-developed hotels. Newly-developed or newly-renovated hotels do not have the operating history that would allow our management to make pricing decisions in acquiring these hotels based on historical performance. The purchase prices of these hotels are based upon management's expectations as to the operating results of such hotels, subjecting us to risks that such hotels may not achieve anticipated operating results or may not achieve these results within anticipated time frames. As a result, we may not be able to generate enough cash flow from these hotels to make debt payments or pay operating expenses. In addition, room revenues may be less than that required to provide us with our anticipated return on investment. In either case, the amounts available for distribution to our shareholders could be reduced.

We may be unable to integrate acquired hotels into our operations or otherwise manage our planned growth, which may adversely affect our operating results.

We cannot assure you that we or our management companies will be able to adapt our management, administrative, accounting and operational systems and arrangements, or hire and retain sufficient operational staff to successfully integrate these investments into our portfolio and manage any future acquisitions of additional assets without operational disruptions or unanticipated costs. Acquisition of hotels generates additional operating expenses that we will be required to pay. As we acquire additional hotels, we will be subject to the operational risks associated with owning new lodging properties. Our failure to integrate successfully any future acquisitions into our portfolio could have a material adverse effect on our results of operations and financial condition and our ability to pay dividends to shareholders or make other payments in respect of securities issued by us.

Most of our hotels are located in the Eastern United States and many are located in the area from Washington, DC to Boston, MA, which may increase the effect of any regional or local economic conditions.

Most of our hotels are located in the area from Washington, DC to Boston, MA. As a result, regional or localized adverse events or conditions, such as an economic recession, could have a significant adverse effect on our operations, and ultimately on the amounts available for distribution to shareholders.

Our ownership of hotels in the New York City market exposes us to concentration risk, which may lead to increased volatility in our results of operations.

As of December 31, 2014, our consolidated portfolio of hotels in New York City have accounted for approximately 44% of our hotel operating revenues. The operations of our consolidated portfolio of hotels in New York City will have a material impact on our overall results of operations. Concentration risk with respect to our ownership of hotels in the New York City market may lead to increased volatility in our overall results of operations. Our overall results of operations may be adversely affected and our ability to pay distributions to our shareholders could be negatively impacted in the event:

downturns in lodging fundamentals are more severe or prolonged in New York City compared to the United States as a whole;

negative economic conditions are more severe or prolonged in New York City compared to other areas, due to concentration of the financial industry in New York or otherwise;

we adopt an unsuccessful strategy to ramp up and stabilize operations at our newly acquired New York hotels; or

New York City is impacted by other unforeseen events beyond our control, including, among others, terrorist attacks and travel related health concerns including pandemics and epidemics.

We own a limited number of hotels and significant adverse changes at one hotel may impact our ability to make distributions to shareholders.

As of December 31, 2014, our portfolio consisted of 46 wholly-owned limited and full service properties and joint venture investments in five hotels with a total of 7,956 rooms. However, certain larger hotels or hotels in certain locations disproportionately impact our performance. Accordingly, significant adverse changes in the operations of any one of these hotels could have a material adverse effect on our financial performance and on our ability to make expected distributions to our shareholders.

We focus on acquiring hotels operating under a limited number of franchise brands, which creates greater risk as the investments are more concentrated.

We place particular emphasis in our acquisition strategy on hotels similar to our current hotels. We invest in hotels operating under a few select franchises and therefore will be subject to risks inherent in concentrating investments in a particular franchise brand, which could have an adverse effect on amounts available for distribution to shareholders. These risks include, among others, the risk of a reduction in hotel revenues following any adverse publicity related to a specific franchise brand or the failure of the franchisor to maintain a certain brand.

We depend on key personnel.

We depend on the services of our existing senior management team, including Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie, to carry out our business and investment strategies. As we expand, we will continue to need to attract and retain qualified additional senior management. We have employment agreements with certain of our senior management; however, the employment agreements may be terminated under certain circumstances. The termination of an employment agreement and the loss of the services of any of our key management personnel, or our inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

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We engage in hedging transactions to limit our exposure to fluctuations in interest rates, which can limit our gains and increase exposure to losses.

We enter into hedging transactions intended to protect us from the effects of interest rate fluctuations on floating rate debt and also intended to protect our portfolio of mortgage assets from interest rate and prepayment rate fluctuations. Our hedging transactions may include entering into interest rate swaps, caps, and floors, options to purchase such items, and futures and forward contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial condition. No hedging activity can completely insulate us from the risks associated with changes in interest rates and prepayment rates. Moreover, interest rate hedging could fail to protect us or could adversely affect our operating results because, among other things:

Available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;

The duration of the hedge may not match the duration of the related liability;

The party at risk in the hedging transaction may default on its obligation to pay;

The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and

The value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value.

Hedging transactions may reduce our shareholders' equity.

Hedging involves risk and typically involves costs, including transaction costs, which may reduce returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to shareholders. The REIT qualification rules may also limit our ability to enter into hedging transactions. We generally intend to hedge as much of our interest rate risk as our management determines is in our best interests given the cost of such hedging transactions and the requirements applicable to REITs. If we are unable to hedge effectively because of the cost of such hedging transactions or the limitations imposed by the REIT rules, we will face greater interest risk exposure than may be commercially prudent.

We and our hotel managers rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We and our hotel managers rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including

financial transactions and records, personal identifying information, reservations, billing and operating data. We and our hotel managers purchase some of our information technology from vendors, on whom our systems depend. We and our hotel managers rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential operator and other customer information, such as individually identifiable information, including information relating to financial accounts. Although we and our hotel managers have taken steps we believe are necessary to protect the security of our information systems and the data maintained in those systems, it is possible that the safety and security measures taken will not be able to prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. Security breaches, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our business, financial condition and results of operations.

#### RISKS RELATED TO REAL ESTATE INVESTMENT GENERALLY

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Real estate investments are relatively illiquid. Our ability to vary our portfolio in response to changes in operating, economic and other conditions will be limited. No assurances can be given that the fair market value of any of our hotels will not decrease in the future.

If we suffer losses that are not covered by insurance or that are in excess of our insurance coverage limits, we could lose investment capital and anticipated profits.

We require comprehensive insurance to be maintained on each of our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

Real estate is subject to property taxes.

Each hotel is subject to real and personal property taxes. The real and personal property taxes on hotel properties in which we invest may increase as property tax rates change and as the properties are assessed or reassessed by taxing authorities. Many state and local governments are facing budget deficits that have led many of them, and may in the future lead others to, increase assessments and/or taxes. If property taxes increase, our operating results may be negatively affected.

Environmental matters could adversely affect our results.

Operating costs may be affected by the obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of future legislation. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of complying with environmental laws could materially adversely affect amounts available for distribution to shareholders. Phase I environmental assessments have been obtained on all of our hotels. Nevertheless, it is possible that these reports do not reveal all environmental liabilities or that there are material environmental liabilities of which we are unaware.

Our hotel properties may contain or develop harmful mold, which could lead to liability for adverse health effects and costs of remediating the problem.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing, as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of mold to which hotel guests or employees could be exposed at any of our properties could require us to undertake a remediation program to contain or remove the mold from the affected property, which could be costly. In addition, exposure to mold by guests or employees, management company employees or others could expose us to liability if property damage or health concerns arise.

Costs associated with complying with the ADA may adversely affect our financial condition and operating results.

Under the ADA, all public accommodations are required to meet certain federal requirements related to access and use by disabled persons. While we believe that our hotels are substantially in compliance with these requirements, a determination that we are not in compliance with the ADA could result in imposition of fines or an award of damages to private litigants. In addition, changes in governmental rules and regulations or enforcement policies affecting the use and operation of the hotels, including changes to building codes and fire and life-safety codes, may occur. If we were required to make substantial modifications at the hotels to comply with the ADA or other changes in governmental rules and regulations, our ability to make expected distributions to our shareholders could be adversely affected.



## RISKS RELATED TO CONFLICTS OF INTEREST

Due to conflicts of interest, many of our existing agreements may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have ownership interests in HHMLP and in entities with which we have entered into transactions, including hotel acquisitions and dispositions and certain financings. Consequently, the terms of our agreements with those entities, including hotel contribution or purchase agreements, the Option Agreement (as defined below) between our operating partnership and some of the trustees and officers and our property management agreements with HHMLP may not have been negotiated on an arm's-length basis and may not be in the best interest of all our shareholders. Transactions with related persons must be approved by a majority of the Company's independent trustees. The Board of Trustee's policy requires any independent trustee with a direct or indirect interest in the transaction to excuse himself from any consideration of the related person transaction in which he has an interest.

Conflicts of interest with HHMLP may result in decisions that do not reflect our best interests.

We have entered into an option agreement (as amended, the "Option Agreement") with each of our officers and certain trustees such that we obtain a right of first refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of the Company. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are approved by the Acquisition Committee.

The following officers and trustees own collectively approximately 27% of HHMLP: Hasu P. Shah, Jay H. Shah, and Neil H. Shah. Conflicts of interest may arise with respect to the ongoing operation of our hotels including, but not limited to, the enforcement of the contribution and purchase agreements, the Option Agreement and our property management agreements with HHMLP. These officers and trustees also make decisions for our company with respect to property management. Consequently, these officers and trustees may not act solely in the best interests of our shareholders relating to property management by HHMLP.

Conflicts of interest relating to sales or refinancing of hotels acquired from some of our trustees and officers may lead to decisions that are not in our best interest.

Some of our non-independent trustees and officers have unrealized gains associated with their interests in the hotels we have acquired from them and, as a result, any sale of these hotels or refinancing or prepayment of principal on the indebtedness assumed by us in purchasing these hotels may cause adverse tax consequences to such trustees and officers. Therefore, our interests and the interests of these individuals may be different in connection with the disposition or refinancing of these hotels.

Competing hotels owned or acquired by some of our trustees and officers may hinder these individuals from spending adequate time on our business.

Some of our trustees and officers own hotels and may develop or acquire new hotels, subject to certain limitations. Such ownership, development or acquisition activities may materially affect the amount of time these officers and trustees devote to our affairs. Some of our trustees and officers operate hotels that are not owned by us, which may materially affect the amount of time that they devote to managing our hotels. Pursuant to the Option Agreement we have an option to acquire any hotels developed by our officers and trustees.

#### RISKS RELATING TO OUR STRUCTURE

There are no assurances of our ability to make distributions in the future.

We intend to pay quarterly dividends and to make distributions to our shareholders in amounts such that all or substantially all of our taxable income in each year, subject to certain adjustments, is distributed. However, our ability to pay dividends may be adversely affected by the risk factors described in this annual report. All distributions will be made at the discretion of our Board of Trustees and will depend upon our earnings, our financial condition, maintenance of our REIT status and such other factors as our Board of Trustees may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future.

An increase in market interest rates may have an adverse effect on the market price of our securities.

One of the factors that investors may consider in deciding whether to buy or sell our securities is our dividend rate as a percentage of our share or unit price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher dividend or interest rate on our securities or seek securities paying higher dividends or interest. The market price of our common shares likely will be based primarily on the earnings and return that we derive from our investments and income with respect to our properties and our related distributions to shareholders, and not from the market value or underlying appraised value of the properties or investments themselves. As a result, interest rate fluctuations and capital market conditions can affect the market price of our common shares. For instance, if interest rates rise without an increase in our dividend rate, the market price of our common shares could decrease because potential investors may require a higher dividend yield on our common shares as market rates on interest-bearing securities, such as bonds, rise. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay dividends.

Holder of our outstanding preferred shares have dividend, liquidation and other rights that are senior to the rights of the holders of our common shares.

Our Board of Trustees has the authority to designate and issue preferred shares with liquidation, dividend and other rights that are senior to those of our common shares. As of December 31, 2014, 4,600,000 Series B Preferred Shares and 3,000,000 Series C Preferred Shares were issued and outstanding. Holders of our outstanding preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common shares, holders of our preferred shares are entitled to receive a liquidation preference of \$25.00 per share plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common shares. In addition, holders of our preferred shares have the right to elect two additional trustees to our Board of Trustees whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Future offerings of equity securities, which would dilute our existing shareholders and may be senior to our common shares for the purposes of dividend distributions, may adversely affect the market price of our common shares.

In the future, we may attempt to increase our capital resources by making additional offerings of equity securities, including classes of preferred or common shares. Upon liquidation, holders of our preferred shares and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common shares, or both. Our preferred shares, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common shares and

diluting their share holdings in us.

We may change our distribution policy in the future.

In the past we have reduced the quarterly distributions paid to our shareholders, and we may reduce or eliminate the quarterly distribution paid to our shareholders in the future. The decision to declare and pay distributions on our common shares in the future, as well as the timing, amount and composition of any such future distributions, will be at the sole discretion of our board of trustees and will depend on our earnings, funds from operations, liquidity, financial condition, capital requirements, contractual prohibitions or other limitations under our indebtedness and preferred shares, the annual distribution requirements under the REIT provisions of the Code, state law and such other factors as our board of trustees deems relevant. Any change in our distribution policy could have a material adverse effect on the market price of our common shares.

The market price of our securities could be volatile and could decline, resulting in a substantial or complete loss of your investment in our securities.

The stock markets have experienced significant price and volume fluctuations in the recent past. As a result, the market price of our securities has been and could be similarly volatile in the future, and investors in our securities may experience a decrease in the value of their investments, including decreases unrelated to our operating performance or prospects. The market price of our securities could be subject to wide fluctuations in response to a number of factors, including:

our operating performance and the performance of other similar companies;

actual or anticipated differences in our operating results;

changes in our revenues or earnings estimates or recommendations by securities analysts; publication of research reports about us or our industry by securities analysts;

additions and departures of key personnel;

strategic decisions by us or our competitors, such as acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy;

the passage of legislation or other regulatory developments that adversely affect us or our industry;

speculation in the press or investment community; actions by institutional shareholders;

changes in accounting principles;

terrorist acts; and

general market conditions, including factors unrelated to our performance.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources.

Future sales of our common shares or securities convertible into or exchangeable or exercisable for our common shares could depress the market price of our common shares.

We cannot predict whether future sales of our common shares or securities convertible into or exchangeable or exercisable for our common shares or the availability of these securities for resale in the open market will decrease the market price of our common shares. Sales of a substantial number of these securities in the public market,

including sales upon the redemption of Common Units held by the limited partners of our operating partnership, (other than us and our subsidiaries) or the perception that these sales might occur, may cause the market price of our common shares to decline and you could lose all or a portion of your investment.

Future issuances of our common shares or other securities convertible into or exchangeable or exercisable for our common shares, including, without limitation, common units of beneficial interest in our Operating Partnership (“Common Units”), in connection with property, portfolio or business acquisitions and issuances of equity-based awards to participants in our equity incentive plans, could have an adverse effect on the market price of our common shares. Future issuances of these securities also could adversely affect the terms upon which we obtain additional capital through the sale of equity securities. In addition, future sales or issuances of our common shares may be dilutive to existing shareholders.

Our Board of Trustees may authorize the issuance of additional shares that may cause dilution or prevent a transaction that is in the best interests of our shareholders.

Our Declaration of Trust authorizes the Board of Trustees, without shareholder approval, to:

- amend the Declaration of Trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of beneficial interest of any class or series that we have the authority to issue;

- cause us to issue additional authorized but unissued common shares or preferred shares; or

- classify or reclassify any unissued common or preferred shares and to set the preferences, rights and other terms of such classified or reclassified shares, including the issuance of additional common shares or preferred shares that have preference rights over the common shares with respect to dividends, liquidation, voting and other matters.

Any one of these events could cause dilution to our common shareholders, delay, deter or prevent a transaction or a change in control that might involve a premium price for the common shares or otherwise not be in the best interest of holders of common shares.

Our Declaration of Trust contains a provision that creates staggered terms for our Board of Trustees.

Our Board of Trustees is divided into two classes, the terms of which expire every two years. Trustees of each class are elected for two-year terms upon the expiration of their current terms and each year one class of trustees will be elected by the shareholders. The staggered terms of trustees may delay, deter or prevent a tender offer, a change in control of us or other transaction, even though such a transaction might be in the best interest of the shareholders.

Certain provisions of Maryland law may discourage a third party from acquiring us.

Under the Maryland General Corporation Law, as amended (MGCL), as applicable to REITs, certain “business combinations” (including certain issuances of equity securities) between a Maryland REIT and any person who beneficially owns ten percent or more of the voting power of the trust’s shares, or an affiliate thereof, are prohibited for five years after the most recent date on which such shareholder acquired at least ten percent of the voting power of the trust’s shares. Thereafter, any such business combination must be approved by two super-majority shareholder votes unless, among other conditions, the trust’s common shareholders receive a minimum price (as defined in the MGCL) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares. These provisions could delay, deter or prevent a change of control or other transaction in which holders of our equity securities might receive a premium for their shares above then-current market prices or which such shareholders otherwise might believe to be in their best interests. Although our bylaws contain a provision exempting acquisitions of our shares from the control share acquisition legislation referenced above, there can be no assurance that this provision will not be amended or eliminated at any time in the future.

Our Board of Trustees may change our investment and operational policies without a vote of the common shareholders.

Our major policies, including our policies with respect to acquisitions, financing, growth, operations, debt limitation and distributions, are determined by our Board of Trustees. The Trustees may amend or revise these and other policies from time to time without a vote of the holders of the common shares.

Our Board of Trustees and management make decisions on our behalf, and shareholders have limited management rights.

Our shareholders have no right or power to take part in our management except through the exercise of voting rights on certain specified matters. The Board of Trustees is responsible for our management and strategic business direction, and our management is responsible for our day-to-day operations. Certain policies of our Board of Trustees may not be consistent with the immediate best interests of our shareholders.

## RISKS RELATED TO OUR TAX STATUS

If we fail to qualify as a REIT, our dividends will not be deductible to us, and our income will be subject to taxation, which would reduce the cash available for distribution to our shareholders.

We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes. However, the federal income tax laws governing REITs are extremely complex, and interpretations of the federal income tax laws governing REITs are limited. Our continued qualification as a REIT will depend on our continuing ability to meet various requirements concerning, among other things, the ownership of our outstanding shares of beneficial interest, the nature of our assets, the sources of our income, and the amount of our distributions to our shareholders. Moreover, new tax legislation, administrative guidance or court decisions, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT. If we were to fail to qualify as a REIT in any taxable year and did not qualify for certain statutory relief provisions, we would not be allowed a deduction for distributions to our shareholders in computing our taxable income and would be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of, and trading prices for, our shares. Unless entitled to relief under certain Code provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, amounts available for distribution to shareholders would be reduced for each of the years involved. Although we currently intend to continue to operate in a manner so as to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause our Board of Trustees, with the consent of holders of two-thirds of the outstanding shares, to revoke our REIT election.



Failure to make required distributions would subject us to tax, which would reduce the cash available for distribution to our shareholders.

In order to qualify as a REIT, each year we must distribute to our shareholders at least 90% of our REIT taxable income determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our actual distributions in any year are less than the sum of:

85% of our REIT ordinary income for that year;

95% of our REIT capital gain net income for that year; and

100% of our undistributed taxable income required to be distributed from prior years.

We have distributed, and intend to continue to distribute, our taxable income to our shareholders in a manner intended to satisfy the 90% distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year. In the past we have borrowed, and in the future we may borrow, to pay distributions to our shareholders and the limited partners of our operating partnership. Such borrowings subject us to risks from borrowing as described herein. Additionally, we may, if necessary and allowable, pay taxable dividends of our shares or debt securities to meet the distribution requirements.

If the leases of our hotels to our TRSs are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

To qualify as a REIT, we must satisfy two gross income tests, under which specified percentages of our gross income must be derived from certain sources, such as “rents from real property.” Rents paid to our operating partnership by our TRSs pursuant to the lease of our hotels constitute substantially all of our gross income. In order for such rent to qualify as “rents from real property” for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and not be treated as service contracts, joint ventures or some other type of arrangement. If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

Our ownership of our TRSs is limited and our transactions with our TRSs will cause us to be subject to a 100 percent penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.

A REIT may own up to 100 percent of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT, including gross operating income from hotel operations pursuant to hotel management contracts. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35 percent of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25 percent of the value of a REIT's assets may consist of stock or securities of one or more TRSs. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100 percent excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

Our TRSs are subject to applicable federal, foreign, state and local income tax on their taxable income, and their after-tax net income will be available for distribution to us but is not required to be distributed to us. We believe that the aggregate value of the stock and securities of our TRSs is and will continue to be less than 25 percent of the value of our total assets (including our TRS stock and securities). Furthermore, we will monitor the value of our respective investments in our TRSs for the purpose of ensuring compliance with TRS ownership limitations. In addition, we will scrutinize all of our transactions with our TRSs to ensure that they are entered into on arm's-length terms to avoid incurring the 100 percent excise tax described above. There can be no assurance, however, that we will be able to comply with the 25 percent limitation discussed above or to avoid application of the 100 percent excise tax discussed above.

If our hotel managers do not qualify as “eligible independent contractors,” we would fail to qualify as a REIT.

Rent paid by a lessee that is a “related party tenant” of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. We lease our hotels to our TRSs. A TRS will not be treated as a “related party tenant,” and will not be treated as directly operating a lodging facility, which is prohibited, to the extent the TRS leases properties from us that are managed by an “eligible independent contractor.”

We believe that the rent paid by our TRSs is qualifying income for purposes of the REIT gross income tests and that our TRSs qualify to be treated as taxable REIT subsidiaries for federal income tax purposes, but there can be no assurance that the IRS will not challenge this treatment or that a court would not sustain such a challenge. If the IRS successfully challenged this treatment, we would likely fail to satisfy the asset tests applicable to REITs and substantially all of our income would fail to qualify for the gross income tests. If we failed to satisfy either the asset or gross income tests, we would likely lose our REIT qualification for federal income tax purposes, unless certain relief provisions applied.

If our hotel managers do not qualify as “eligible independent contractors,” we would fail to qualify as a REIT. Each of the hotel management companies that enters into a management contract with our TRSs must qualify as an “eligible independent contractor” under the REIT rules in order for the rent paid to us by our TRSs to be qualifying income for our REIT income test requirements. Among other requirements, in order to qualify as an eligible independent contractor a manager must not own more than 35% of our outstanding shares (by value) and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the manager, taking into account only owners of more than 5% of our shares and, with respect to ownership interests in such managers that are publicly traded, only holders of more than 5% of such ownership interests. Complex ownership attribution rules apply for purposes of these 35% thresholds. Although we intend to continue to monitor ownership of our shares by our hotel managers and their owners, there can be no assurance that these ownership levels will not be exceeded.

The federal income tax laws governing REITs are complex.

We intend to continue to operate in a manner that will qualify us as a REIT under the federal income tax laws. The REIT qualification requirements are extremely complex, however, and interpretations of the federal income tax laws governing qualification as a REIT are limited. Accordingly, we cannot be certain that we will be successful in operating so we can continue to qualify as a REIT. At any time, new laws, interpretations, or court decisions may change the federal tax laws or the federal income tax consequences of our qualification as a REIT.

Complying with REIT requirements may force us to sell otherwise attractive investments.

To qualify as a REIT, we must satisfy certain requirements with respect to the character of our assets. If we fail to comply with these requirements at the end of any calendar quarter, we must correct such failure within 30 days after the end of the calendar quarter (by, possibly, selling assets notwithstanding their prospects as an investment) to avoid losing our REIT status. If we fail to comply with these requirements at the end of any calendar quarter, and the failure exceeds a de minimis threshold, we may be able to preserve our REIT status if (a) the failure was due to reasonable cause and not to willful neglect, (b) we dispose of the assets causing the failure within six months after the last day of the quarter in which we identified the failure, (c) we file a schedule with the Internal Revenue Service, or IRS, describing each asset that caused the failure, and (d) we pay an additional tax of the greater of \$50,000 or the product of the highest applicable tax rate multiplied by the net income generated on those assets. As a result, we may be required to liquidate otherwise attractive investments.

The prohibited transactions tax may limit our ability to engage in transactions, including dispositions of assets that would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transaction tax upon a disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, we cannot assure you that we can comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of real property or may conduct such sales through a TRS.

We may pay taxable dividends partly in shares and partly in cash, in which case shareholders may sell our shares to pay tax on such dividends, placing downward pressure on the market price of our shares.

We may make taxable dividends that are payable partly in cash and partly in shares. The IRS has issued private letter rulings to other REITs treating certain distributions that are paid partly in cash and partly in shares as dividends that would satisfy the REIT annual distribution requirement and qualify for the dividends paid deduction for federal income tax purposes. Those rulings may be relied upon only by the taxpayers to whom they were issued, but we could request a similar ruling from the IRS. In addition, the IRS issued a revenue procedure creating a temporary safe harbor that authorized publicly traded REITs to make elective cash/stock dividends, but that temporary safe harbor has expired. Accordingly, it is unclear whether and to what extent we will be able to make taxable dividends payable in cash and shares. Although we have no current intention of paying dividends in our own shares, if in the future we choose to pay dividends in our own shares, our shareholders may be required to pay tax in excess of the cash that they receive. If a U.S. shareholder sells the shares that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our shares at the time of the sale. Furthermore, with respect to certain non-U.S. shareholders, we may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in shares. If we pay dividends in our own shares and a significant number of our shareholders determine to sell our shares in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our shares.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The tax rate applicable to “qualified dividend income” payable to domestic stockholders taxed at individual rates may be 20% or lower. Dividends payable by REITs, however, generally are not eligible for the reduced rates or qualified dividend income. Although this legislation does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common shares.

Our share ownership limitation may prevent certain transfers of our shares.

In order to maintain our qualification as a REIT, not more than 50% in value of our outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities). Our Declaration of Trust prohibits direct or indirect ownership (taking into account applicable ownership provisions of the Internal Revenue Code) of more than (a) 9.9% of the aggregate number of outstanding common shares of any class or series or (b) 9.9% of the aggregate number of outstanding preferred shares of any class or series of outstanding preferred shares by any shareholder or group, or the Ownership Limitation. Generally, the shares of beneficial interest owned by related owners will be aggregated for purposes of the Ownership Limitation. The ownership limitation could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of shares might receive a premium for their shares over the then prevailing market price or which

such holders might believe to be otherwise in their best interests. Any transfer of shares of beneficial interest that would violate the Ownership Limitation, cause us to have fewer than 100 shareholders, cause us to be “closely held” within the meaning of Section 856(h) of the Code or cause us to own, directly or indirectly, 10% or more of the ownership interest in any tenant (other than a TRS) will be void, the intended transferee of such shares will be deemed never to have had an interest in such shares, and such shares will be designated “shares-in-trust.” Further, we will be deemed to have been offered shares-in-trust for purchase at the lesser of the market price (as defined in the Declaration of Trust) on the date we accept the offer and the price per share in the transaction that created such shares-in-trust (or, in the case of a gift, devise or non-transfer event (as defined in the Declaration of Trust), the market price on the date of such gift, devise or non-transfer event). Therefore, the holder of shares of beneficial interest in excess of the Ownership Limitation will experience a financial loss when such shares are purchased by us, if the market price falls between the date of purchase and the date of redemption.

We have, in limited instances from time to time, permitted certain owners to own shares in excess of the Ownership Limitation. The Board of Trustees has waived the Ownership Limitation for such owners after following procedures set out in our Declaration of Trust, under which the owners requesting the waivers provided certain information and our counsel provided certain legal opinions. These waivers established levels of permissible share ownership for the owners requesting the waivers that are higher than the Ownership Limitation. If the owners acquire shares in excess of the higher limits, those shares are subject to the risks described above in the absence of further waivers. The Board of Trustees is not obligated to grant such waivers and has no current intention to do so with respect to any owners who (individually or aggregated as the Declaration of Trust requires) do not currently own shares in excess of the Ownership Limitation.

Item 1B. Unresolved Staff Comments

None.

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## Item 2. Properties

The following table sets forth certain information with respect to the 46 hotels we wholly owned as of December 31, 2014, all of which are consolidated on the Company's financial statements.

Market	Name	Location	Year Opened	Number of Rooms
Boston Urban and Metro	Courtyard Hawthorn Suites by Wyndham	Brookline/Boston, MA*	2003	188
	Holiday Inn Express	Franklin, MA	1999	100
	Residence Inn	Cambridge, MA	1997	112
	Residence Inn	Framingham, MA	2000	125
	Residence Inn	Norwood, MA	2006	96
	The Boxer	Boston, MA	2004	80
California - Arizona	Courtyard	San Diego, CA	1999	245
	Courtyard	Los Angeles, CA	2008	260
	Hyatt House	Pleasant Hill, CA	2003	142
	Hyatt House	Pleasanton, CA	1998	128
	Hyatt House	Scottsdale, AZ	1999	164
	Hotel Milo	Santa Barbara, CA*	2001	122
South Florida	Blue Moon	Miami, FL	2013	75
	Courtyard	Miami, FL	2004	259
	Residence Inn	Coconut Grove, FL	2000	140
	Winter Haven	Miami, FL	2013	70
	Parrot Key Hotel & Resort	Key West, FL	2013	148
NYC Urban	Candlewood Suites	Times Square, NY	2009	188
	Duane Street	TriBeCa, NY	2008	43
	Hampton Inn	Chelsea/Manhattan, NY	2003	144
	Hampton Inn	Herald Square, Manhattan, NY	2005	136
	Hampton Inn	Seaport, NY	2006	65
	Hampton Inn	Times Square, NY	2009	184
	Hampton Inn	Pearl Street, Manhattan, NY	2012	81
	Hilton Garden Inn	JFK Airport, NY*	2005	192
	Hilton Garden Inn	TriBeCa, NY	2009	151



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	Holiday Inn	Wall Street, NY	2010	113
	Holiday Inn Express	Times Square, NY	2009	210
	Holiday Inn Express	Water Street, Manhattan, NY	2010	112
		Madison Square Garden,		
	Holiday Inn Express	Manhattan, NY	2006	228
	Hyatt	Union Square, NY	2013	178
	Nu Hotel	Brooklyn, NY	2008	93
	Sheraton Hotel	JFK Airport, NY*	2008	150
	Hilton Garden Inn	Midtown East, Manhattan, NY	2014	205
NY-NJ Metro	Holiday Inn Express	Chester, NY	2006	80
	Hyatt House	White Plains, NY	2000	159

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Market	Name	Property Name	Year Opened	Number of Rooms
Philadelphia	Hampton Inn	Philadelphia, PA	2001	250
	Hyatt Place	King of Prussia, PA	2010	129
	Sheraton Hotel	New Castle, DE	2011	192
	The Rittenhouse Hotel	Philadelphia, PA	2004	116
Washington D.C.	Courtyard	Alexandria, VA	2006	203
	Hampton Inn	Washington, DC	2005	228
	Hyatt House	Gaithersburg, MD	1998	140
	Residence Inn	Tysons Corner, VA	1984	96
	Residence Inn	Greenbelt, MD	2002	120
	The Capitol Hill Hotel	Washington, DC	2007	152
TOTAL ROOMS				6,587

\*Our interests in these hotels are subject to ground leases which, in most cases, require monthly rental payment as determined by the applicable ground lease agreement. These ground lease agreements typically have initial terms of 99 years and all have a remaining term of at least 85 years.

The following table sets forth certain information with respect to the five hotels we owned through unconsolidated joint ventures with third parties as of December 31, 2014.

Market	Name	Location	Year Opened	Number of Rooms	HHL P Ownership in Asset	HHL P Preferred Return
Boston	Courtyard	South Boston, MA**	2005	164	50.0%	N/A
	Holiday Inn Express	South Boston, MA**	1998	118	50.0%	N/A
Connecticut	Hilton	Hartford, CT	2005	393	8.8%	8.5%
	Marriott	Mystic, CT	2001	285	66.7%	8.5%
	Marriott	Hartford, CT	2005	409	15.0%	8.5%
				1,369		

TOTAL  
ROOMS

\*\*The joint ventures interests in these hotels are subject to ground leases which, in most cases, require monthly rental payment as determined by the applicable ground lease agreements. These ground lease agreements typically have terms of 60 years and all have a remaining term of at least 47 years.

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Item 3. Legal Proceedings

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

Item 4. Mine Safety Disclosures

Not applicable.

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## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## MARKET INFORMATION

Our common shares trade on the New York Stock Exchange under the symbol "HT." As of February 19, 2015, the last reported closing price per common share on the New York Stock Exchange was \$6.80. The following table sets forth the high and low sales price per common share reported on the New York Stock Exchange as traded and the dividends paid on the common shares for each of the quarters indicated.

Year Ended December 31, 2014	High	Low	Dividend Per Common Share
Fourth Quarter	\$ 7.49	\$ 6.15	\$ 0.07
Third Quarter	\$ 6.95	\$ 6.35	\$ 0.07
Second Quarter	\$ 6.74	\$ 5.52	\$ 0.06
First Quarter	\$ 6.05	\$ 5.18	\$ 0.06

Year Ended December 31, 2013	High	Low	Dividend Per Common Share
Fourth Quarter	\$ 5.94	\$ 5.33	\$ 0.06
Third Quarter	\$ 6.21	\$ 5.18	\$ 0.06
Second Quarter	\$ 6.24	\$ 5.27	\$ 0.06
First Quarter	\$ 6.30	\$ 5.07	\$ 0.06

## SHAREHOLDER INFORMATION

At December 31, 2014 we had approximately 120 shareholders of record of our common shares. Common Units (which are redeemable by holders for cash or, at our option, for common shares on a one for one basis, subject to certain limitations) were held by approximately 38 entities and persons, including our company.

Our Declaration of Trust, subject to certain exceptions, provides that no person may own, or be deemed to own by virtue of the attribution provisions of the Code, more than 9.9% of the number of outstanding common shares of any class or series of common shares or the number of outstanding preferred shares of any class or series of preferred shares. For this purpose, a person includes a “group” and a “beneficial owner” as those terms are used for purposes of Section 13(d)(3) of the Exchange Act. Any transfer of common or preferred shares that would result in any person owning, directly or indirectly, common or preferred shares in excess of the ownership limitation, result in the common and preferred shares being owned by fewer than 100 persons (determined without reference to any rules of attribution), result in our being “closely held” within the meaning of Section 856(h) of the Code, or cause us to own, actually or constructively, 10% or more of the ownership interests in a tenant (other than a TRS) of our or our operating partnership’s real property, within the meaning of Section 856(d)(2)(B) of the Code, will be null and void, and the intended transferee will acquire no rights in such common or preferred shares.

Any person who acquires or attempts to acquire common or preferred shares in violation of the foregoing restrictions, or any person who owned common or preferred shares that were transferred to a trust, will be required to give written notice immediately to us of such event and provide us with such other information as we may request in order to determine the effect, if any, of such transfer on our status as a REIT.

In addition, our trustees, upon receipt of advice of counsel or other evidence satisfactory to the trustees, in their sole and absolute discretion, may, in their sole and absolute discretion, exempt a person from the ownership limitation under certain circumstances. The foregoing restrictions continue to apply until the trustees determine that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT and there is an affirmative vote of two-thirds of the number of common and preferred shares entitled to vote on such matter at a regular or special meeting of our shareholders.

All certificates representing common or preferred shares bear a legend referring to the restrictions described above.

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The restrictions on ownership and transfer described above could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of some, or a majority, of our common shares might receive a premium for their shares over the then-prevailing market price or which such holders might believe to be otherwise in their best interest.

### EQUITY COMPENSATION PLAN

See Part III, Item 12, for a description of securities authorized for issuance under our 2012 Equity Incentive Plan.

### DISTRIBUTION INFORMATION

Future distributions, if any, will be at the discretion of our Board of Trustees and will depend on our actual cash flow, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as we may deem relevant. Our ability to make distributions will depend on our receipt of distributions from our operating partnership and lease payments from our lessees with respect to the hotels. We rely on the profitability and cashflows of our hotels to generate sufficient cash flow for distributions. Additionally, we may, if necessary and allowable, pay taxable dividends of our shares or debt securities to meet the distribution requirements.

### SHARE PERFORMANCE GRAPH

The following graph compares the yearly change in our cumulative total shareholder return on our common shares for the period beginning December 31, 2008 and ending December 31, 2014, with the yearly changes in the Standard & Poor's 500 Stock Index (the S&P 500 Index), the Russell 2000 Index, and the SNL Hotel REIT Index for the same period, assuming a base share price of \$100.00 for our common shares, the S&P 500 Index, the Russell 2000 Index and the Hotel REIT Index for comparative purposes. The Hotel REIT Index is comprised of publicly traded REITs which focus on investments in hotel properties. Total shareholder return equals appreciation in stock price plus dividends paid and assumes that all dividends are reinvested. The performance graph is not indicative of future investment performance. We do not make or endorse any predictions as to future share price performance.

	2008	2009	2010	2011	2012	2013	2014
Hersha Hospitality Trust	\$ 100.00	\$ 104.67	\$ 220.00	\$ 162.67	\$ 166.67	\$ 218.13	\$ 285.49
S&P 500	100.00	123.45	139.23	139.23	157.90	204.63	232.30
Russell 2000	100.00	125.22	156.90	148.35	170.06	232.98	244.24

SNL Hotel REIT Index	100.00	163.13	225.86	191.77	210.14	257.04	339.27
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Unregistered Sales of Equity Securities and Use of Proceeds

A summary of our common share repurchases (in millions, except average price per share) during the year ended December 31, 2014 under the \$75 million repurchase program authorized by our Board of Trustees in December 2012 and reauthorized in January 2014, which expired on December 31, 2014, is set forth in the table below. In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100 million of our outstanding common shares. All such common shares were repurchased pursuant to open market transactions.

Issuer Purchases of Common Stock

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs (in thousands) as of 12/31/2014 \$ 75,000
January 1 to January 31, 2014	-	N/A	N/A	-
February 1 to February 28, 2014	-	N/A	N/A	-
March 1 to March 31, 2014	2,626,854	\$ 5.80	2,626,854	(15,418)
April 1 to April 30, 2014	-	N/A	N/A	-
May 1 to May 31, 2014	-	N/A	N/A	-
June 1 to June 30, 2014	-	N/A	N/A	-
July 1 to July 31, 2014	-	N/A	N/A	-
August 1 to August 31, 2014	-	N/A	N/A	-
September 1 to September 30, 2014	-	N/A	N/A	-
October 1 to October 31, 2014	-	N/A	N/A	-
November 1 to November 30, 2014	-	N/A	N/A	-
	-	N/A	N/A	-

December 1 to  
December 31,  
2014

Total	2,626,854	2,626,854	\$ 59,582	*
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\*The repurchase program was reauthorized by our Board of Trustees in February 2015, resulting in an aggregate dollar value of the maximum number of common shares that may be purchased as of February 20, 2015 of \$100 million.

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## Item 6. Selected Financial Data

The following sets forth selected financial and operating data on a historical consolidated basis. The following data should be read in conjunction with the financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K. As a result of the early adoption on January 1, 2014 of ASU Update No. 2014-08, we do not expect to classify most of our hotel dispositions as discontinued operations. For purposes of this table below, the operating results of certain real estate assets which have been sold prior to the adoption of ASU Update No. 2014-08 are included in discontinued operations for all periods presented.

## HERSHA HOSPITALITY TRUST

## SELECTED FINANCIAL DATA

(In thousands, except per share data)

	2014	2013	2012	2011	2010
Revenue:					
Hotel Operating Revenues	\$ 417,226	\$ 338,064	\$ 299,005	\$ 229,156	\$ 184,998
Interest Income From Development Loans	-	158	1,998	3,427	4,686
Other Revenues	180	191	212	330	324
Total Revenue	417,406	338,413	301,215	232,913	190,008
Operating Expenses:					
Hotel Operating Expenses	227,324	188,431	161,982	121,402	98,930
Gain on Insurance Settlements	(4,604)	(403)	-	-	-
Hotel Ground Rent	2,433	985	835	877	941
Real Estate and Personal Property Taxes and Property Insurance	30,342	24,083	19,341	15,936	13,738
General and Administrative (including Share Based Payments of \$6,028, \$9,746, \$9,678, \$7,590, \$6,649)	20,363	23,869	23,377	18,449	16,833
Acquisition and Terminated Transaction Costs	2,472	974	1,179	2,734	4,785
Depreciation and Amortization	69,167	55,784	48,243	40,562	34,060
Contingent Consideration	2,000	-	-	-	-
Total Operating Expenses	349,497	293,723	254,957	199,960	169,287
Operating Income (Loss)	67,909	44,690	46,258	32,953	20,721
Interest Income	805	1,784	1,311	456	168
Interest Expense	(43,357)	(40,935)	(38,070)	(34,266)	(32,409)
Other Expense	(485)	(102)	(43)	(231)	(240)
Gain on Disposition of Hotel Properties	7,195	-	-	-	-
Gain on Hotel Acquisitions, net	12,667	12,096	-	-	-
Development Loan Recovery	22,494	-	-	-	-
Loss on Debt Extinguishment	(670)	(545)	(3,189)	(102)	(852)

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Income (Loss) before (Loss) Income from Unconsolidated Joint Venture Investments and Discontinued Operations	66,558	16,988	6,267	(1,190)	(12,612)
(Loss) Income from Unconsolidated Joint Ventures	693	(22)	(232)	210	(1,751)
Impairment of Investment in Unconsolidated Joint Ventures	-	(1,813)	-	(1,677)	-
(Loss) Gain from Remeasurement of Investment in Unconsolidated Joint Ventures	-	-	(1,892)	2,757	4,008
(Loss) Income from Unconsolidated Joint Venture Investments	693	(1,835)	(2,124)	1,290	2,257
Income (Loss) Before Income Taxes	67,251	15,153	4,143	100	(10,355)
Income Tax Benefit	2,685	5,600	3,355	-	-
Income (Loss) from Continuing Operations	69,936	20,753	7,498	100	(10,355)
Discontinued Operations:					
Gain(Loss) on Disposition of Hotel Properties	(128)	32,121	11,231	991	347
Impairment of Assets Held for Sale	(1,800)	(10,314)	-	(30,248)	(2,433)
Income (Loss) from Discontinued Operations	263	7,388	3,489	2,189	(4,761)
Income (Loss) from Discontinued Operations	(1,665)	29,195	14,720	(27,068)	(6,847)
Net Income (Loss)	68,271	49,948	22,218	(26,968)	(17,202)
(Income) Loss Allocated to Noncontrolling Interests	(1,016)	(335)	158	1,734	845
Issuance Costs of Redeemed Preferred Shares	-	(2,250)	-	-	-
Preferred Distributions	(14,356)	(14,611)	(14,000)	(10,499)	(4,800)
Net Income (Loss) applicable to Common Shareholders	\$ 52,899	\$ 32,752	\$ 8,376	\$ (35,733)	\$ (21,157)
HERSHA HOSPITALITY TRUST					

## SELECTED FINANCIAL DATA

(In thousands, except per share data)

	2014	2013	2012	2011	2010
Basic Income (Loss) from Continuing Operations applicable to Common Shareholders	\$ 0.27	\$ 0.02	\$ (0.03)	\$ (0.06)	\$ (0.11)
Diluted Income (Loss) from Continuing Operations applicable to Common Shareholders (1)	0.27	0.02	(0.03)	(0.06)	(0.11)
Dividends declared per Common Share	0.26	0.24	0.24	0.23	0.20
Balance Sheet Data					
Net investment in hotel properties	\$ 1,745,483	\$ 1,535,835	\$ 1,466,713	\$ 1,341,536	\$ 1,245,851
Assets Held for Sale	-	56,583	-	93,829	-
Noncontrolling Interests Common Units	29,082	29,523	15,484	16,862	19,410
Redeemable Noncontrolling Interest	-	-	15,321	14,955	19,894
Noncontrolling Interests Consolidated Joint Ventures	-	-	-	307	474
Noncontrolling Interests Consolidated Variable Interest Entity	(1,075)	(342)	476	-	-
Shareholder's equity	829,382	837,958	829,828	730,673	683,434
Total assets	1,855,539	1,748,097	1,707,679	1,630,909	1,457,277
Total debt	918,923	773,501	792,708	758,374	694,720
Liabilities related to Assets Held for Sale	-	45,835	-	61,758	-
Other Data					
Net cash provided by operating activities	\$ 112,894	\$ 90,261	\$ 71,756	\$ 58,668	\$ 42,486
Net cash used in investing activities	\$ (180,504)	\$ (125,474)	\$ (55,817)	\$ (230,758)	\$ (310,567)
Net cash provided by financing activities	\$ 53,072	\$ 2,367	\$ 28,552	\$ 131,062	\$ 322,273
Weighted average shares outstanding					
Basic	199,109,209	198,390,450	187,415,270	168,753,382	134,370,172
Diluted (1)	201,197,310	201,918,177	187,415,270	168,753,382	134,370,172

(1) Income allocated to noncontrolling interest in HHLP has been excluded from the numerator and Common Units have been omitted from the denominator for the purpose of computing diluted earnings per share because the effect of including these amounts in the numerator and denominator would have no impact.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements appearing in this Item 7 are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially. We caution you not to place undue reliance on any such forward-looking statements. See "Cautionary Factors That May Affect Future Results" for additional information regarding our forward-looking statements.

### BACKGROUND

As of December 31, 2014, we owned interests in 51 hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles and Miami, including 46 wholly-owned hotels and interests in five hotels owned through unconsolidated joint ventures. Our "Summary of Operating Results" section below contains operating results for 46 consolidated hotel assets and five hotel assets owned through unconsolidated joint ventures. We have elected to be taxed as a REIT for federal income tax purposes, beginning with the taxable year ended December 31, 1999. For purposes of the REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must lease our hotels to a third party lessee or to a TRS, provided that the TRS engages an eligible independent contractor to manage the hotels. As of December 31, 2014, we have leased all of our hotels to a wholly-owned TRS, a joint venture owned TRS, or an entity owned by our wholly-owned TRS. Each of these TRS entities will pay qualifying rent, and the TRS entities have entered into management contracts with qualified independent managers, including HHMLP, with respect to our hotels. We intend to lease all newly acquired hotels to a TRS. The TRS structure enables us to participate more directly in the operating performance of our hotels. The TRS directly receives all revenue from, and funds all expenses relating to, hotel operations. The TRS is also subject to income tax on its earnings.

### OVERVIEW

We believe the improvements in our equity and debt capitalization and repositioning of our portfolio better enables us to capitalize on further improvement in lodging fundamentals. During 2014, we continued to see improvements in ADR, RevPAR and operating margins, led by hotels in most of our major locations. We continue to seek acquisition opportunities in urban centers and central business districts. In addition, we will continue to look for attractive opportunities to dispose of properties in secondary and tertiary markets at favorable prices, potentially redeploying that capital in our focus markets. We do not expect to actively pursue acquisitions made through joint ventures in the near term; however, we may seek to buy out, or sell our joint venture interests to, select existing joint venture partners. We do not expect to actively pursue development loans or land leases in the near term.

Although we expect continued stabilization and improvement in consumer and commercial spending and lodging demand during 2015, the manner in which the economy will continue to grow, if at all, is not predictable. In addition, the availability of hotel-level financing for the acquisition of new hotels is not within our control. As a result, there can be no assurances that we will be able to grow hotel revenues, occupancy, ADR or RevPAR at our properties as we hope. Factors that might contribute to less than anticipated performance include those described under the heading “Item 1A. Risk Factors” and other documents that we may file with the SEC in the future. We will continue to cautiously monitor recovery in lodging demand and rates, our third party hotel managers and our performance generally.

## SUMMARY OF OPERATING RESULTS

The following table outlines operating results for the Company's portfolio of wholly owned hotels and those owned through joint venture interests (excluding hotel assets classified as discontinued operations) that are consolidated in our financial statements for the three years ended December 31, 2014, 2013 and 2012.

## CONSOLIDATED HOTELS:

	Year Ended 2014	Year Ended 2013	2014 vs. 2013 % Variance	Year Ended 2012	2013 vs. 2012 % Variance
Occupancy	82.6%	79.7%	2.9%	78.6%	1.1%
Average Daily Rate (ADR)	\$ 187.82	\$ 179.70	4.5%	\$ 175.23	2.6%
Revenue Per Available Room (RevPAR)	\$ 155.19	\$ 143.30	8.3%	\$ 137.78	4.0%
Room Revenues	\$ 380,461	\$ 309,452	22.9%	\$ 273,410	13.2%
Hotel Operating Revenues	\$ 417,226	\$ 338,064	23.4%	\$ 299,005	13.1%

RevPAR for the year ended December 31, 2014 increased 8.3% for our consolidated hotels when compared to the same period in 2013. This increase represents a continued growth trend in RevPAR, which is primarily due to the improving economic conditions in 2014 and the acquisition of hotel properties consummated in 2014 that are accretive to RevPAR. The increase, as noted in the table above, was the result of increases in both occupancy and ADR. Performing particularly well in 2014 were hotels in our Boston, West Coast, South Florida and Washington DC markets, each of which posted RevPAR growth in excess of 11.0% versus the same period in 2013.

The following table outlines operating results for the three years ended December 31, 2014, 2013 and 2012 for hotels we own through unconsolidated joint venture interests (excluding those hotel assets have been sold to an independent third party during the period presented). These operating results reflect 100% of the operating results of the property including our interest and the interests of our joint venture partners and other noncontrolling interest holders.

## UNCONSOLIDATED JOINT VENTURES:

	Year Ended 2014	Year Ended 2013	2014 vs. 2013 % Variance	Year Ended 2012	2013 vs. 2012 % Variance
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Occupancy	67.2%	68.3%	-1.1%	68.6%	-0.3%
Average Daily Rate (ADR)	\$ 164.10	\$ 154.57	6.2%	\$ 152.51	1.4%
Revenue Per Available Room (RevPAR)	\$ 110.33	\$ 105.52	4.6%	\$ 104.66	0.8%
Room Revenues	\$ 59,135	\$ 58,273	1.5%	\$ 62,058	-6.1%
Total Revenues	\$ 80,860	\$ 80,879	0.0%	\$ 84,364	-4.1%

For our unconsolidated hotels, RevPAR for the year ended December 31, 2014 increased 4.6% compared to RevPAR achieved during the year ended December 31, 2013. The 2014 results reflect the overall condition of the market in which our unconsolidated joint venture hotels operate, particularly Boston, where our 2 hotels posted RevPAR growth of 15.1%. The relatively stable results in RevPar during the year of 2013 when compared to the year of 2012 is primarily the result of a joint venture asset which is now consolidated for financial reporting purposes and therefore no longer contributes to the operating results of our portfolio of unconsolidated hotels. The Holiday Inn Express 29th Street, New York, NY, which as of June 18, 2012, no longer was included in our unconsolidated joint venture hotel portfolio, tended to have higher occupancy and ADR than the remaining hotels in our unconsolidated joint venture portfolio, resulting in the lower room revenues and total revenues in the above table. When compared to the same period in 2012, the remaining unconsolidated joint venture hotels follow the same growth trend for RevPar as experienced in our same store consolidated hotels reported below during the year ended December 31, 2013.

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We define a same store consolidated hotel as one that is currently consolidated, that we have owned in whole or in part for the entire period being reported and the comparable period in each of the periods being presented, and is deemed fully operational. Based on this definition, for the years ended December 31, 2014 and 2013, there are 34 same store consolidated hotels and 31 same store consolidated hotels for the years ended December 31, 2013 and 2012. The following table outlines operating results for the years ended December 31, 2014, 2013, and 2012, for our same store consolidated hotels:

SAME STORE CONSOLIDATED HOTELS:

	(includes 34 hotels in both years)			(includes 31 hotels in both years)		
	Year	Year	2014	Year	Year Ended	2013
	Ended	Ended	vs. 2013	Ended	Year Ended	vs. 2012
	2014	2013	%	2013	2012	%
			Variance			Variance
Occupancy	82.9%	79.7%	3.2%	80.5%	78.6%	1.9%
Average Daily Rate (ADR)	\$ 179.76	\$ 176.85	1.6%	\$ 174.65	\$ 172.67	1.1%
Revenue Per Available Room (RevPAR)	\$ 148.97	\$ 140.95	5.7%	\$ 140.55	\$ 135.69	3.6%
Room Revenues	\$ 280,421	\$ 265,142	5.8%	\$ 258,047	\$ 249,848	3.3%
Total Revenues	\$ 305,961	\$ 288,635	6.0%	\$ 272,780	\$ 263,893	3.4%

Driven by strong performance in our Boston, West Coast, and Washington DC markets, RevPAR for our same store consolidated hotels increased 5.7%, when compared to the same period in 2013.

COMPARISON OF THE YEAR ENDED DECEMBER 31, 2014 TO DECEMBER 31, 2013

(dollars in thousands, except ADR and per share data)

Revenue

Our total revenues for the years ended December 31, 2014 and 2013 primarily consisted of hotel operating revenues and other revenue. Hotel operating revenues were approximately 100.0% and 99.9% of total revenues for the years ended December 31, 2014 and 2013, respectively. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that were consolidated in our financial statements during the period. Hotel operating revenues increased \$79,162, or 23.4%, from \$338,064 for the year ended December 31, 2013 to \$417,226 for the same period in 2014. This increase in hotel operating revenues was primarily attributable to the acquisitions consummated in 2014 and 2013 as well as increases in hotel operating

revenues for our same store consolidated hotels.

Since December 31, 2013, we have acquired interests in three consolidated hotels and have commenced operations at the Hampton Inn Pearl Street. These four hotels contributed the following operating revenues for the twelve months ended December 31, 2014.

Brand	Location	Acquisition Date	Rooms	2014 Hotel Operating Revenues
Hotel Milo	Santa Barbara, CA	February 28, 2014	122	8,655
Parrot Key Resort	Key West, FL	May 7, 2014	148	9,145
Hilton Garden Inn 52nd Street	New York, NY	May 30, 2014*	205	10,439
Hampton Inn Pearl Street	New York, NY	June 23, 2014*	81	2,867
			556	\$ 31,106

\*Date the hotel began operations.

Revenues for all hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2014 included revenues for the following hotels that were purchased during the year ended December 31, 2013. Hotels acquired during the year ended December 31, 2013 would have a full year of results included in the year ended December 31, 2014 but not necessarily a full year of results during the same period in 2013.

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We acquired interests in the following consolidated hotels during the year ended December 31, 2013:

Brand	Location	Acquisition Date	Rooms	2014 Hotel Operating Revenues	2013 Hotel Operating Revenues
Hyatt Union Square	New York, NY	April 9, 2013	178	\$ 19,066	\$ 11,272
Courtyard by Marriott	San Diego, CA	May 30, 2013	245	16,205	8,350
Residence Inn	Coconut Grove, FL	June 12, 2013	140	4,424	2,889
Winter Haven	Miami, FL	December 20, 2013	70	4,185	203
Blue Moon	Miami, FL	December 20, 2013	75	4,446	175
			708	\$ 48,326	\$ 22,889

In addition, our same store consolidated portfolio experienced improvements in ADR and occupancy during the year ended December 31, 2014 when compared to the same period in 2013. Occupancy in our same store consolidated hotels increased 320 basis points from 79.7% during the year ended December 31, 2013 to 82.9% for the same period in 2014. ADR improved 1.6%, increasing from \$176.85 for the year ended December 31, 2013 to \$179.76 during the same period in 2014. These improvements were due to improvements in lodging trends in the markets in which our hotels are located.

#### Expenses

Total hotel operating expenses increased 20.6% to approximately \$227,324 for the year ended December 31, 2014 from \$188,431 for the year ended December 31, 2013. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2013, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization of 24.0%, or \$13,383, to \$69,167 for the year ended December 31, 2014 from \$55,784 for the year ended December 31, 2013. Real estate and personal property tax and property insurance increased \$6,259, or 26.0%, for the year ended December 31, 2014 when compared to the same period in 2013 due to our acquisitions along with a general overall increase in tax assessments and tax rates as the economy improves, but was partially offset by reductions resulting from our rigorous management of this expense.

General and administrative expense decreased by approximately \$3,506 from \$23,869 in 2013 to \$20,363 in 2014. General and administrative expense includes expense related to non-cash share based payments issued as incentive compensation to the Company's trustees, executives, and employees. Expense related to share based compensation decreased \$3,718 when comparing the year ended December 31, 2014 to the same period in 2013. This decrease in

share based compensation expense is due primarily to the vesting of the 2010 Multi-Year LTIP Plan as of December 31, 2013 as well as a lesser amount of restricted shares issued since December 31, 2013. Please refer to “Note 8 – Share Based Payments” of the notes to the consolidated financial statements for more information about our stock based compensation.

Amounts recorded on our consolidated statement of operations for acquisition and terminated transactions costs will fluctuate from period to period based on our acquisition activities. Acquisition costs typically consist of transfer taxes, legal fees and other costs associated with acquiring a hotel property and transactions that were terminated during the year. Acquisition and terminated transaction costs increased \$1,498 from \$974 for the year ended December 31, 2013 to \$2,472 for the year ended December 31, 2014. While we acquired more properties in 2013, the manner in which acquisition targets are found can and do dictate the costs necessary to complete the acquisition. The costs incurred in 2014 were related to the following hotels: \$1,836 related to our Hilton Garden Inn 52nd Street acquisition, \$173 related to our Hotel Milo acquisition, and \$169 related to our Parrot Key Resort acquisition. The costs incurred in 2013 were related to the following hotels: \$500 related to our Hyatt Union Square acquisition; \$152 related to our Residence Inn Coconut Grove acquisition; \$65 related to our Courtyard San Diego acquisition; and \$138 for our Winter Haven and Blue Moon Hotel acquisitions. Also included in these costs are charges related to transactions that were terminated during the year.

## Operating Income

Operating income for the year ended December 31, 2014 was \$67,909 compared to operating income of \$44,690 during the same period in 2013. Operating income was positively impacted by the improved operating results of our hotels discussed above as well as insurance recoveries of \$4,604, much of which represents settlement of business interruption insurance claims that arose from the Hurricane Sandy natural disaster in 2012.

## Interest Expense

Interest expense increased \$2,422 from \$40,935 for the year ended December 31, 2013 to \$43,357 for the year ended December 31, 2014. The increase in interest expense is primarily due to increased borrowings drawn on our unsecured credit facilities. During 2014, we entered into a new credit facility which allowed for an additional \$100,000 in unsecured term loan, which we drew during the second quarter of 2014.

## Gain on Disposition of Hotel Properties

During the year ended December 31, 2014, the Company recorded a gain of \$7,195 related to its sale of Hotel 373 in Manhattan.

## Gain on Hotel Acquisitions, net

During the year ended December 31, 2014, the Company recorded a net gain of \$12,667 related primarily to its purchase of the Hilton Garden Inn on 52nd Street in Manhattan as the purchase price of the asset was less than the appraised fair value as of the closing date. During the year ended December 31, 2013, the company had recorded a similar net gain of \$12,096 related to its purchase of Hyatt Union Square.

## Development Loan Recovery

Consideration given in exchange for the Hilton Garden Inn 52nd Street included cash to the seller and our reinstatement and cancellation of a development loan receivable in the original principal amount of \$10,000 and \$12,494 of accrued interest and late fees. This development loan receivable had previously been fully impaired in 2009, but was recovered as part of this acquisition. As a result, we recognized a gain of \$22,494 on the recovery of the previously impaired development loan.

### Unconsolidated Joint Venture Investments

The loss from unconsolidated joint ventures consists of our interest in the operating results of the properties we own in joint ventures. The operating results of the unconsolidated joint ventures improved by \$715 for the year ended December 31, 2014. This is primarily because of the improved performance in our Boston market, where two of our five properties owned in joint ventures are located.

We recorded an impairment loss of \$1,813 related to the Courtyard, Norwich, CT, one of the properties owned by Mystic Partners, LLC during the year ended December 31, 2013. At that time, we did not anticipate recovering our investment balance in this asset, and as such we reduced our investment attributed to this property to \$0 as of December 31, 2013. During the third quarter of 2014, the title on this property was transferred to the lender.

### Income Tax Benefit

During the year ended December 31, 2014, the Company recorded an income tax benefit of \$2,685 compared to an income tax benefit of \$5,600 in 2013. Prior year income tax benefit included the reversal of allowances against state deferred tax assets resulting from cumulative net operating losses that were deemed to be realizable based on projections of future performance of the hotels generating these net operating losses.

### Discontinued Operations

On September 20, 2013, the Company entered into a purchase and sale agreement to sell a portfolio of 16 non-core hotels for an aggregate purchase price of approximately \$217,000. During the third quarter of 2013, the Company had recorded an impairment of \$6,591 in connection with the anticipated disposition. As of December 31, 2013, the Company had closed on the sale of 12 of the hotels, with the remaining four hotels closing during the first quarter of 2014. Accordingly, a gain of \$31,559 was recognized during the fourth quarter of 2013 as the proceeds from the sale exceeded the carrying value.

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For the year ended December 31, 2014, the Company recorded a loss of \$128 in connection with the closing of the remaining 4 properties. In addition, we recorded an impairment loss of \$1,800 in the first quarter of 2014, as the proceeds did not exceed the carrying value for certain of these properties.

On June 12, 2013, we closed on the sale of our Comfort Inn, Harrisburg, PA. The Company sold the hotel for \$3,700 and recorded a gain on sale of \$442. Additionally, on September 17, 2013, we closed on the sale of Holiday Inn Express Camp Springs, MD property. The Company sold the hotel for \$8,500 and recorded a gain on the sale of \$120 and an impairment charge of \$3,723 during the second quarter of 2013 as the anticipated net proceeds did not exceed the carrying value.

The operating results for all 18 of the above described hotel properties and one land parcel have been reclassified to discontinued operations in the statement of operations for the years end December 31, 2014 and 2013, respectively.

We recorded income from discontinued operations of approximately \$263 during the twelve months ended December 31, 2014, compared to income of approximately \$7,388 during the twelve months ended December 31, 2013. See “Note 12 – Discontinued Operations” for more information.

Effective January 1, 2014, we early adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. This amendment defines discontinued operations as a component of an entity that represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results. As a result of the early adoption of ASU Update No. 2014-08, we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

### Net Income Applicable to Common Shareholders

Net income applicable to common shareholders for the year ended December 31, 2014 was \$52,899 compared to net income applicable to common shareholders of \$32,752 for the same period in 2013. Net income applicable to common shareholders for the year ended December 31, 2014 was positively impacted by the improved operating results of our hotels and one-time gains discussed above. Net income applicable to common shareholders for the year ended December 31, 2013 was negatively impacted by the extinguishment of \$2,250 of issuance costs associated with the redemption of all of our outstanding Series A Preferred Shares.

### Comprehensive Income Attributable to Common Shareholders



Comprehensive income applicable to common shareholders for the year ended December 31, 2014 was \$52,917 compared to \$34,162 for the same period in 2013. This amount was primarily attributable to net income as more fully described above. Further change in other comprehensive income was primarily the result of the positive shift in the position of the fair value of our derivative instruments. For the year ended December 31, 2014, we recorded other comprehensive income of \$68,289 when compared to \$51,358 of other comprehensive income for the year ended December 31, 2013. The expected rise in the interest rate yield curve in the next few years has continued to increase the fair value of our interest rate swaps, increasing the asset value of certain derivative instruments and decreasing the liability of shifting the liability to an asset position for other derivative instruments.

#### COMPARISON OF THE YEAR ENDED DECEMBER 31, 2013 TO DECEMBER 31, 2012

(dollars in thousands, except per share data)

##### Revenue

Our total revenues for the years ended December 31, 2013 and 2012 consisted of hotel operating revenues, interest income from our development loan program and other revenue. Hotel operating revenues were approximately 99.9% and 99.3% of total revenues for the years ended December 31, 2013 and 2012, respectively. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that were consolidated in our financial statements during the period. Hotel operating revenues increased \$39,059, or 13.1%, from \$299,005 for the year ended December 31, 2012 to \$338,064 for the same period in 2013. This increase in hotel operating revenues was primarily attributable to the acquisitions consummated in 2013 and 2012 as well as increases in hotel operating revenues for our same store consolidated hotels.

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We acquired interests in the following consolidated hotels that contributed the following operating revenues for the year ended December 31, 2013:

Brand	Location	Acquisition Date	Rooms	2013 Hotel Operating Revenues
Hyatt Union Square	New York, NY	April 9, 2013	178	\$ 11,272
Courtyard by Marriott	San Diego, CA	May 30, 2013	245	8,350
Residence Inn	Coconut Grove, FL	June 12, 2013	140	2,889
Winter Haven	Miami, FL	December 20, 2013	70	203
Blue Moon	Miami, FL	December 20, 2013	75	175
			708	\$ 22,889

Revenues for all hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2013 included revenues for the following hotels that were purchased during the year ended December 31, 2012. Hotels acquired during the year ended December 31, 2012 would have a full year of results included in the year ended December 31, 2013 but not necessarily a full year of results during the same period in 2012. We acquired interests in the following consolidated hotels during the year ended December 31, 2012:

Brand	Location	Acquisition Date	Rooms	2013 Hotel Operating Revenues	2012 Hotel Operating Revenues
Rittenhouse Hotel	Philadelphia, PA	March 1, 2012	116	\$ 16,969	\$ 16,809
The Boxer	Boston, MA	May 7, 2012	80	3,799	2,791
Holiday Inn Express	New York, NY	June 18, 2012	228	16,746	10,170
			424	\$ 37,514	\$ 29,770

In addition, our same store consolidated portfolio experienced improvements in ADR and occupancy during the year ended December 31, 2013 when compared to the same period in 2012. Occupancy in our same store consolidated hotels increased 190 basis points from 78.6% during the year ended December 31, 2012 to 80.5% for the same period in 2013. ADR improved 1.1%, increasing from \$172.67 for the year ended December 31, 2012 to \$174.65 during the same period in 2013. These improvements were due to improvements in lodging trends in the markets in which our hotels are located.

We had previously invested in hotel development projects by providing mortgage or mezzanine financing to hotel developers and through the acquisition of land that is then leased to hotel developers. Interest income from development loans receivable was \$158 for the year ended December 31, 2013 compared to \$1,998 for the same period in 2012.

In April 2013, we acquired the Hyatt Union Square and as part of the consideration we agreed to cancel the \$13,303 development loan receivable in its entirety. Furthermore, the only remaining development loan, related to the Hyatt 48Lex, was paid off in full during April 2013. As of December 31, 2013, we had no outstanding development loans receivable.

### Expenses

Total hotel operating expenses increased 16.3% to approximately \$188,431 for the year ended December 31, 2013 from \$161,982 for the year ended December 31, 2012. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2012, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization of 15.6%, or \$7,541, to \$55,784 for the year ended December 31, 2013 from \$48,243 for the year ended December 31, 2012. Real estate and personal property tax and property insurance increased \$4,742, or 24.5%, for the year ended December 31, 2013 when compared to the same period in 2012 due to our acquisitions along with a general overall increase in tax assessments and tax rates as the economy improves.

General and administrative expense increased by approximately \$492 from \$23,377 in 2012 to \$23,869 in 2013. Increases in other general and administrative expenses were primarily from increases in employee headcount and resulting base compensation and payroll taxes increases. General and administrative expense includes expense related to non-cash share based payments issued as incentive compensation to the Company's trustees, executives, and employees. Expense related to share based compensation increased \$68 during the year ended December 31, 2013 when compared to the same period of 2012. Please refer to "Note 8 – Share Based Payments" of the notes to the consolidated financial statements for more information about our stock based compensation.

Amounts recorded on our consolidated statement of operations for acquisition and terminated transactions costs will fluctuate from period to period based on our acquisition activities. Acquisition costs typically consist of transfer taxes, legal fees and other costs associated with acquiring a hotel property and transactions that were terminated during the year. Acquisition and terminated transaction costs decreased \$205 from \$1,179 for the year ended December 31, 2012 to \$974 for the year ended December 31, 2013. While we acquired more properties during the year ended December 31, 2013 when compared to the same period in 2012, the manner in which acquisition targets are found can and do dictate the costs necessary to complete the acquisition. The costs incurred in 2013 were related to the following hotels: \$500 related to our Hyatt Union Square acquisition; \$152 related to our Residence Inn Coconut Grove acquisition; \$65 related to our Courtyard San Diego acquisition; and \$138 for our Winter Haven and Blue Moon Hotel acquisitions. The costs incurred in 2012 were related to following hotels: \$963 related to our acquisition of The Rittenhouse Hotel; \$61 related to acquisition of The Boxer; \$67 related to our acquisition of Holiday Inn Express Manhattan. The remaining costs were primarily related to transactions that were terminated during the year.

#### Operating Income

Operating income for the year ended December 31, 2013 was \$44,690 compared to operating income of \$46,258 during the same period in 2012. As noted above, the decrease in operating income resulted partially from improved performance of our portfolio and acquisitions that have occurred since the beginning of 2012, but is offset by increases in real estate taxes.

#### Interest Expense

Interest expense increased \$2,865 from \$38,070 for the year ended December 31, 2012 to \$40,935 for the year ended December 31, 2013. The increase in interest expense is due primarily to an increase in borrowings drawn on our senior unsecured term loan and our line of credit throughout the year. A portion of these borrowings were used to repay various mortgage loans, which lowered our overall consolidated secured mortgage indebtedness outstanding. Additionally, we used proceeds from the line of credit to fund the purchase of our Residence Inn Coconut Grove and Courtyard San Diego acquisitions. Finally, we financed a portion of our Hyatt Union Square acquisition with variable rate mortgage debt and borrowed an additional \$10,000 to fund construction of the tower at our Courtyard Miami Beach hotel.

#### Unconsolidated Joint Venture Investments

The loss from unconsolidated joint ventures consists of our interest in the operating results of the properties we own in joint ventures. The operating results of the unconsolidated joint ventures improved by \$210 for the year ended December 31, 2013.

Since the beginning of 2012, we have made efforts to decrease our investment in unconsolidated joint ventures resulting in the sale of 5 of these assets to third parties and the purchase of the remaining 50% interest in our Holiday

Inn Express, New York, NY hotel on June 18, 2012. Accordingly, the results of this hotel are now included in our consolidated results and our interest in Metro 29th was remeasured. As a result, during the year ended December 31, 2012, we recorded a loss from the remeasurement of our investments in the unconsolidated joint venture of approximately \$224.

On August 13, 2012, the Company purchased the remaining 50% ownership interest in Inn America Hospitality at Ewing, the lessee of the Courtyard by Marriot, Ewing, NJ. As such, we ceased to account for our investment in Inn America Hospitality at Ewing under the equity method of accounting as of August 10, 2012 because it became a consolidated subsidiary. Our interest in Inn America Hospitality at Ewing, which consisted of our investment in Inn America Hospitality at Ewing and a receivable, was remeasured and as a result based on the appraised value of the hotel, we recorded a loss from the remeasurement of our investments in the unconsolidated joint venture of approximately \$1,668 during the twelve months ended December 31, 2012.

We recorded an impairment loss of \$1,813 related to the Courtyard, Norwich, CT, one of the properties owned by Mystic Partners, LLC during the year ended December 31, 2013. At that time, we did not anticipate recovering our investment balance in this asset, and as such we reduced our investment attributed to this property to \$0 as of December 31, 2013. Mystic Partners, LLC transferred title to the property to the lender in the third quarter of 2014.

## Income Tax Benefit

During the year ended December 31, 2013, the Company recorded an income tax benefit of \$5,600 compared an income tax benefit of \$3,355 in 2012. Excluded from the income tax benefit for 2013 is \$190 of income tax expense related to discontinued operations. Approximately \$2,866 of the income tax benefit relates to deferred tax assets that the Company now believes are realizable and variances between the tax return and year end provision for the year ended December 31, 2012. The remaining income tax benefit is a result of the operations of the Company's taxable REIT subsidiary, 44 New England.

## Discontinued Operations

On September 20, 2013, the Company entered into a purchase and sale agreement to sell a portfolio of 16 non-core hotels for an aggregate purchase price of approximately \$217,000. During the third quarter of 2013, the Company had recorded an impairment of \$6,591 in connection with the anticipated disposition. As of December 31, 2013, the Company had closed on the sale of 12 of the hotels. Accordingly, a gain of \$31,559 was recognized during the fourth quarter of 2013 as the proceeds from the sale exceeded the carrying value. The Company closed on the remaining four non-core hotels during the first quarter of 2014.

On June 12, 2013, we closed on the sale of our Comfort Inn, Harrisburg, PA. The Company sold the hotel for \$3,700 and recorded a gain on sale of \$442. Additionally, on September 17, 2013, we closed on the sale of Holiday Inn Express Camp Springs, MD property. The Company sold the hotel for \$8,500 and recorded a gain on the sale of \$120 and an impairment charge of \$3,723 during the second quarter of 2013 as the anticipated net proceeds did not exceed the carrying value.

During the year ended December 31, 2012, the Company closed on the sale of 18 non-core hotel properties, transferred the title of the Comfort Inn North Dartmouth, MA to the lender and closed on the sale of the land parcel and improvements located at 585 Eighth Avenue, New York, NY. As a result of these transactions, we recognized a gain of approximately \$11,231 for the year ended December 31, 2012.

The operating results for all 37 of the above described hotel properties and one land parcel have been reclassified to discontinued operations in the statement of operations for the years end December 31, 2013 and 2012, respectively.

We recorded income from discontinued operations of approximately \$7,388 during the twelve months ended December 31, 2013, compared to income of approximately \$3,489 during the twelve months ended December 31, 2012. See "Note 11 – Discontinued Operations" for more information.

### Net Income Applicable to Common Shareholders

Net income applicable to common shareholders for the year ended December 31, 2013 was \$32,752 compared to net income applicable to common shareholders of \$8,376 for the same period in 2012. As previously discussed, net income applicable to common shareholders for the year ended December 31, 2013 was positively impacted by a net gain of approximately \$12,096 on the purchase of the Hyatt Union Square, New York, NY, as the fair value of the assets acquired less any liabilities assumed exceeded the consideration transferred. Additionally, the \$31,559 gain on the sale of 12 of the 16 non-core hotels that closed during the year ended December 31, 2013 positively impacted net income applicable to common shareholders.

### Comprehensive Income Applicable to Common Shareholders

Comprehensive income applicable to common shareholders for the year ended December 31, 2013 was \$34,162 compared to \$7,741 for the same period in 2012. This amount was primarily attributable to net income/loss as more fully described above. Further change in other comprehensive income was primarily the result of the positive shift in the position of the fair value of our derivative instruments. For the year ended December 31, 2013, we recorded other comprehensive income of \$1,410 when compared to \$635 of other comprehensive loss for the year ended December 31, 2012. During the year, a projected rise in the interest rate yield curve had favorably shifted many of our interest rate swaps from a liability to an asset position.

## LIQUIDITY, CAPITAL RESOURCES, AND EQUITY OFFERINGS

(dollars in thousands, except per share data)

### Potential Sources of Capital

Our organizational documents do not limit the amount of indebtedness that we may incur. Our ability to incur additional debt is dependent upon a number of factors, including the current state of the overall credit markets, our degree of leverage and borrowing restrictions imposed by existing lenders. Our ability to raise funds through the issuance of debt and equity securities is dependent upon, among other things, capital market volatility, risk tolerance of investors, general market conditions for REITs and market perceptions related to the Company's ability to generate cash flow and positive returns on its investments.

In addition, our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, nonrecourse financing arrangements. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. We have determined that certain debt service coverage ratio covenants contained in the loan agreements securing a number of our hotel properties were not met as of December 31, 2014. Pursuant to the loan agreements, certain lenders have elected to escrow the operating cash flow for these properties. However, these covenants do not constitute an event of default for these loans. Future deterioration in market conditions could cause restrictions in our access to the cash flow of additional properties.

On February 28, 2014, we entered into a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provides for a \$500,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$250,000 senior unsecured term loan. This new facility amended and restated the existing \$400,000 senior secured credit facility. The \$500,000 unsecured credit facility expires on February 28, 2018 and, provided no event of default has occurred, we may request that the lenders renew the credit facility for an additional one-year period. The credit facility is also expandable to \$850,000 at our request, subject to the satisfaction of certain conditions.

As of December 31, 2014, the outstanding unsecured term loan balance under the \$500,000 senior unsecured credit facility was \$250,000 and therefore fully drawn, and we had no outstanding borrowings under the \$250,000 revolving line of credit. As of December 31, 2014, our remaining borrowing capacity under the \$500,000 unsecured credit facility's revolving line of credit was \$245,745, which is based on certain operating metrics of unencumbered hotel properties designated as borrowing base assets. We intend to repay indebtedness incurred under the \$500,000 unsecured credit facility from time to time, for acquisitions or otherwise, out of cash flow and from the proceeds of issuances of additional common and preferred shares and potentially other securities.



We will continue to monitor our debt maturities to manage our liquidity needs. However, no assurances can be given that we will be successful in refinancing all or a portion of our future debt obligations due to factors beyond our control or that, if refinanced, the terms of such debt will not vary from the existing terms. As of December 31, 2014, we have \$69,063 of indebtedness maturing on or before December 31, 2015. We currently expect that cash requirements for all debt that is not refinanced by our existing lenders for which the maturity date is not extended will be met through a combination of cash on hand, refinancing the existing debt with new lenders, draws on the \$250,000 revolving line of credit portion of our \$500,000 credit facility and the issuance of our securities.

On February 25, 2013, we completed a public offering of 3,000,000 6.875% Series C preferred shares. These shares have a par value of \$0.01 per share with a \$25.00 liquidation preference per share. Net proceeds of the offering, after deducting underwriting discounts and offering expenses, were approximately \$72,370. We utilized the net proceeds of the offering to redeem all outstanding 8.00% Series A preferred shares on March 28, 2013, and for general corporate purposes. The Series A preferred shares were redeemed at a per share redemption price of \$25.00 together with accrued and unpaid dividends to the redemption date for an aggregate per share redemption price of \$25.4056. Dividends ceased accruing on the Series A preferred shares on March 28, 2013.

#### Common Share Repurchase Plan

In December 2012, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares through December 31, 2013. We did not repurchase any common shares prior to the expiration of the share repurchase program. In January 2014, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares. In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding common shares. The current share repurchase program will expire on December 31, 2015. For the year ended December 31, 2014, the Company repurchased 2,626,854 common shares for an aggregate purchase price of \$15,418. As of February 20, 2015, we have not repurchased any common shares pursuant to the newly reauthorized share repurchase program. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

## Development Loans Receivable

During April 2013, we acquired the Hyatt Union Square, and as part of the consideration we agreed to cancel the \$13,303 development loan receivable in its entirety. Furthermore, the development loan related to the Hyatt 48Lex was paid in full during the year ended December 31, 2013. As of December 31, 2014, we had no outstanding development loans receivable.

## Acquisitions

During the year ended December 31, 2014, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Ground Lease Intangible	Franchise Fees and Loan Costs	Total Purchase Price	Assumption of Debt
Hotel Milo, Santa Barbara, CA	2/28/2014	\$ -	\$ 55,080	\$ 805	\$ (14,230)	\$ 273	\$ 41,928	\$ 24,924
Parrot Key Resort, Key West, FL	5/7/2014	57,889	33,959	8,152	-	-	100,000	-
Hilton Garden Inn 52nd Street, New York, NY	5/27/2014	45,480	60,762	4,920	-	1,123	112,285	-
TOTAL		\$ 103,369	\$ 149,801	\$ 13,877	\$ (14,230)	\$ 1,396	\$ 254,213	\$ 24,924

We intend to invest in additional hotels only as suitable opportunities arise and adequate sources of financing are available. We expect that future investments in hotels will depend on and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of common or preferred shares, proceeds from the sale of assets, issuances of Common Units, issuances of preferred units or other securities or borrowings.

## Operating Liquidity and Capital Expenditures

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under the \$250,000 unsecured revolving line of credit portion of our \$500,000 unsecured credit facility. We believe that the net cash provided by operations in the coming year and borrowings drawn on the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility will be adequate to fund the Company's operating requirements, monthly recurring debt service and the payment of dividends in accordance with REIT requirements of the Code, as amended.

To qualify as a REIT, we must distribute annually at least 90% of our taxable income. This distribution requirement limits our ability to retain earnings and requires us to raise additional capital in order to grow our business and acquire additional hotel properties. However, there is no assurance that we will be able to borrow funds or raise additional equity capital on terms acceptable to us, if at all. In addition, we cannot guarantee that we will continue to make distributions to our shareholders at the current rate or at all. Due to the seasonality of our business, cash provided by operating activities fluctuates significantly from quarter to quarter. However, we believe that, based on our current estimates, which include the addition of cash provided by hotels acquired during 2014, our cash provided by operating activities will be sufficient over the next 12 months to fund the payment of our dividend at its current level. However, our Board of Trustees continues to evaluate the dividend policy in the context of our overall liquidity and market conditions and may elect to reduce or suspend these distributions. Net cash provided by operating activities for the year ended December 31, 2014 was \$112,894 and cash used for the payment of distributions and dividends for the year ended December 31, 2014 was \$66,366.

We also project that our operating cash flow and available borrowings under the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility will be sufficient to satisfy our liquidity and other capital needs over the next twelve to eighteen months.

Our long-term liquidity requirements consist primarily of the costs of acquiring additional hotel properties, renovation and other non-recurring capital expenditures that need to be made periodically with respect to hotel properties and scheduled debt repayments. We will seek to satisfy these long-term liquidity requirements through various sources of capital, including borrowings under the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility and through secured, non-recourse mortgage financings with respect to our unencumbered hotel properties. In addition, we may seek to raise capital through public or private offerings of our securities. Certain factors may have a material adverse effect on our ability to access these capital sources, including our degree of leverage, the value of our unencumbered hotel properties and borrowing restrictions imposed by lenders or franchisors. We will continue to analyze which source of capital is most advantageous to us at any particular point in time, but financing may not be consistently available to us on terms that are attractive, or at all.

Spending on capital improvements during the year ended December 31, 2014 decreased when compared to spending on capital improvements during the year ended December 31, 2013. During the year ended December 31, 2014, we spent \$38,342 on capital expenditures to renovate, improve or replace assets at our hotels. This compares to \$42,854 during the same period in 2013. These capital expenditures were undertaken to comply with brand mandated improvements and to initiate projects that we believe will generate a return on investment to take advantage of the continuing recovery in the lodging sector.

In addition to capital reserves required under certain loan agreements and capital expenditures to renovate, improve or replace assets at our hotels, we have opportunistically engaged in hotel development projects. During the twelve months ended December 31, 2014, we spent \$16,290 less on hotel development projects than during the same period of 2013 as both the new tower construction at Courtyard Miami Beach and re-development project at Hampton Inn Pearl Street hotels neared completion. Projects such as these require significant capital, which we expect to fund with various sources of capital, including available borrowings under the \$250,000 revolving line of credit portion of our credit facility and through secured, non-recourse mortgage financings. In addition, we may seek to raise capital through public or private offerings of our securities to fund these capital improvements.

We may spend additional amounts, if necessary, to comply with the reasonable requirements of any franchise license under which any of our hotels operate and otherwise to the extent we deem such expenditures to be in our best interests. We are also obligated to fund the cost of certain capital improvements to our hotels. We expect to use operating cash flow, borrowings under the \$250,000 revolving line of credit portion of our credit facility, and proceeds from issuances of our securities to pay for the cost of capital improvements and any furniture, fixture and equipment requirements in excess of the set aside referenced above.

#### CASH FLOW ANALYSIS (dollars in thousands, except per share data)

Comparison of the Years Ended December 31, 2014 and December 31, 2013

Net cash provided by operating activities increased \$22,633 from \$90,261 for the year ended December 31, 2013 to \$112,894 for the comparable period in 2014. Net income, adjusted for non-cash items reflected in the statement of cash flows for the years ended December 31, 2014 and 2013, increased \$17,698 for the year ended December 31, 2014 when compared to 2013. This is primarily due to cash provided by properties acquired over the past twelve months and improving operating results within our existing portfolio. The offsetting decrease in cash provided by operating activities was attributable to an increase in working capital assets.

Net cash used in investing activities for the year ended December 31, 2014 increased \$55,030 from \$125,474 for the year ended December 31, 2013 compared to \$180,504 for 2014. While spending on the purchase of hotel properties and deposits on hotel acquisitions was \$43,742 higher during the year ended December 31, 2013, compared to same period in 2014, proceeds from the disposition of hotel properties was \$105,959 less during the year ended December 31, 2014 when compared to the year ended December 31, 2013. Offsetting this was spending on hotel development projects which was \$16,290 less during the year ended December 31, 2014 when compared to the year ended December 31, 2013 and a repayment of note receivable of \$15,122 which occurred during the year ended December 31, 2013. During the year ended December 31, 2014 we received \$30,056 in proceeds from the disposition of Hotel 373 in the second quarter and the remaining 4 non-core properties during the first quarter.

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Net cash provided by financing activities for the year ended December 31, 2014 was \$53,072 compared to net cash provided by financing activities for the year ended December 31, 2013 of \$2,367. Net proceeds received during the year ended December 31, 2014 under our unsecured credit facility were \$50,000 higher than during the same period in 2013. Net proceeds from mortgages and notes payable were \$29,050 higher during the year ended December 31, 2014, when compared to the same period in 2013. During the first quarter of 2013, we completed an offering of Series C Preferred Shares with net proceeds of \$72,370, after deducting underwriting discounts and offering expenses, which was primarily used to redeem all of the issued and outstanding Series A Preferred Shares with a redemption value of \$60,000. During the year ended December 31, 2014, we used \$15,418 for the repurchase of common shares. Dividends and distributions payable decreased \$391 during the year ended December 31, 2014, compared to 2013, due to a decrease in the number of outstanding common shares.

### Comparison of the Years Ended December 31, 2013 and December 31, 2012

Net cash provided by operating activities increased \$18,505, from \$71,756 for the year ended December 31, 2012 to \$90,261 for 2013. Net income, adjusted for non-cash items such as gain on acquisition of hotel assets, gain on disposition of hotel properties, impairment of assets, benefit for income taxes, depreciation and amortization, non-cash debt extinguishment, development loan interest income added to principal, interest in income/loss from and distributions from unconsolidated joint ventures, loss recognized on change in fair value of derivative instruments and stock based compensation increased \$4,720 for the year ended December 31, 2013 when compared to 2012. This is primarily due to cash provided by properties acquired over the past twelve months and improving operating results within our existing portfolio. In addition to these increases in cash provided by these operating activities was an increase in net cash used in funding working capital assets, such as payments into escrows, and repaying working capital liabilities, such as accounts payable and accrued expenses.

Net cash used in investing activities increased \$69,657, from \$55,817 for year ended December 31, 2012 to \$125,474 for 2013. Spending on the purchase of hotel properties, deposits on hotel acquisitions and development projects was \$142,474 higher during 2013 compared to 2012. Offsetting this increase in spending on the purchase of new hotels was an increase in proceeds from the disposition of hotel properties, which during the year ended December 31, 2013 was \$72,293 higher than during the year ended December 31, 2012.

Net cash provided by financing activities for year ended December 31, 2013 was \$2,367 compared to \$28,552 during the same period in 2012. During the year ended December 31, 2013, we received proceeds of \$72,370 from the issuance of our series C preferred shares and used \$60,000 of these proceeds to redeem our series A preferred shares, resulting in net proceeds of \$12,370. During the same period in 2012 we received net proceeds of \$128,558 from the issuance of common shares. Dividends and distributions payable increased \$6,630 during the year ended December 31, 2013, compared to 2012, due to an increase in the number of outstanding common shares as a result of a common stock offering completed in May 2012, and the additional preferred share dividends we paid due to the timing of the preferred stock offering and subsequent redemption which occurred in March 2013. For the year ended December 31, 2013, borrowings under our unsecured term loan and mortgages and notes payable, net of repayments provided cash of \$60,602, compared to net repayments of \$39,783 for the same period in 2012.

## OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## FUNDS FROM OPERATIONS

(in thousands, except share data)

The National Association of Real Estate Investment Trusts (“NAREIT”) developed Funds from Operations (“FFO”) as a non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. We calculate FFO applicable to common shares and Common Units in accordance with the April 2002 National Policy Bulletin of NAREIT, which we refer to as the White Paper. The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, gains on hotel acquisitions, plus certain non-cash items, such as loss from impairment of assets and depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our interpretation of the NAREIT definition is that noncontrolling interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Our FFO computation may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do.

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The GAAP measure that we believe to be most directly comparable to FFO, net income (loss) applicable to common shareholders, includes loss from the impairment of certain depreciable assets, our investment in unconsolidated joint ventures and land, depreciation and amortization expenses, gains or losses on property sales, gains on hotel acquisitions, noncontrolling interest and preferred dividends. In computing FFO, we eliminate these items because, in our view, they are not indicative of the results from our property operations. We determined that the loss from the impairment of certain depreciable assets including investments in unconsolidated joint ventures and land, was driven by a measurable decrease in the fair value of certain hotel properties and other assets as determined by our analysis of those assets in accordance with applicable GAAP. As such, these impairments have been eliminated from net loss to determine FFO.

FFO does not represent cash flows from operating activities in accordance with GAAP and should not be considered an alternative to net income as an indication of the Company's performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO to be a meaningful, additional measure of operating performance because it excludes the effects of the assumption that the value of real estate assets diminishes predictably over time, and because it is widely used by industry analysts as a performance measure. We show both FFO from consolidated hotel operations and FFO from unconsolidated joint ventures because we believe it is meaningful for the investor to understand the relative contributions from our consolidated and unconsolidated hotels. The display of both FFO from consolidated hotels and FFO from unconsolidated joint ventures allows for a detailed analysis of the operating performance of our hotel portfolio by management and investors. We present FFO applicable to common shares and Common Units because our Common Units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO applicable to all common shares and Common Units.

The following table reconciles FFO for the periods presented to the most directly comparable GAAP measure, net income, for the same periods (dollars in thousands):

	Year Ended December 31, 2014	December 31, 2013	December 31, 2012
Net income applicable to common shareholders	\$ 52,899	\$ 32,752	\$ 8,376
Income (loss) allocated to noncontrolling interests	1,016	335	(158)
(Income) loss from unconsolidated joint ventures	(693)	1,835	2,124
Gain on hotel acquisition	(12,667)	(12,096)	-
Development Loan Recovery	(22,494)	-	-
Gain on disposition of hotel properties	(7,067)	(32,121)	(11,231)
Loss from impairment of depreciable assets	1,800	10,314	-
Depreciation and amortization	69,167	55,784	48,243
Depreciation and amortization from discontinued operations	-	7,050	9,148
Funds from consolidated hotel operations applicable to common shareholders and Partnership units	81,961	63,853	56,502
Income (loss) from Unconsolidated Joint Ventures	693	(1,835)	(2,124)
	-	-	1,892



Loss from remeasurement of investment in unconsolidated joint ventures			
Impairment of investment in unconsolidated joint ventures	-	1,813	-
Depreciation and amortization of purchase price in excess of historical cost (1)	570	596	902
Interest in depreciation and amortization of unconsolidated joint ventures (2)	5,915	6,068	5,441
Funds from unconsolidated joint ventures operations applicable to common shareholders and Partnership units	7,178	6,642	6,111
<b>Funds from Operations applicable to common shareholders and Partnership units</b>	<b>\$ 89,139</b>	<b>\$ 70,495</b>	<b>\$ 62,613</b>
<b>Weighted Average Common Shares and Units Outstanding</b>			
Basic	199,109,209	198,390,450	187,415,270
Diluted	208,139,670	208,886,212	198,110,615

(1) Adjustment made to add depreciation of purchase price in excess of historical cost of the assets in the unconsolidated joint venture at the time of our investment.

(2) Adjustment made to add our interest in real estate related depreciation and amortization of our unconsolidated joint ventures. Allocation of depreciation and amortization is consistent with allocation of income and loss.

Certain amounts related to depreciation and amortization and depreciation and amortization from discontinued operations in the prior year FFO reconciliation have been recast to conform to the current year presentation. In addition, based on guidance provided by NAREIT, we have eliminated loss from the impairment of certain depreciable assets, including investments in unconsolidated joint ventures and land, from net income (loss) to arrive at FFO in each year presented.

## INFLATION

Operators of hotel properties, in general, possess the ability to adjust room rates daily to reflect the effects of inflation. However, competitive pressures may limit the ability of our management companies to raise room rates.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, estimates are evaluated by us, including those related to carrying value of investments in hotel properties. Our estimates are based upon historical experience and on various other assumptions we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

### Revenue Recognition

Approximately 95% of our revenues are derived from hotel room revenues and revenue from other hotel operating departments. We directly recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. All revenues are recorded on an accrual basis, as earned. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred.

Revenue for interest on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of hotel revenue and are recorded in the period earned.

#### New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

#### Investment in Hotel Properties

Investments in hotel properties are recorded at cost. Improvements and replacements are capitalized when they extend the useful life of the asset. Costs of repairs and maintenance are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful life of up to 40 years for buildings and improvements, two to seven years for furniture, fixtures and equipment. We are required to make subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to record on an annual basis with respect to our investments in hotel properties. These assessments have a direct impact on our net income because if we were to shorten the expected useful lives of our investments in hotel properties we would depreciate these investments over fewer years, resulting in more depreciation expense and lower net income on an annual basis.

Most identifiable assets, liabilities, noncontrolling interests, and goodwill related to hotel properties acquired in a business combination are recorded at full fair value. Estimating techniques and assumptions used in determining fair values involve significant estimates and judgments. These estimates and judgments have a direct impact on the carrying value of our assets and liabilities which can directly impact the amount of depreciation expense recorded on an annual basis and could have an impact on our assessment of potential impairment of our investment in hotel properties.

The operations related to properties that have been sold or properties that are intended to be sold are presented as discontinued operations in the statement of operations for all periods presented, and properties intended to be sold are designated as “held for sale” on the balance sheet.

Based on the occurrence of certain events or changes in circumstances, we review the recoverability of the property’s carrying value. Such events or changes in circumstances include the following:

- a significant decrease in the market price of a long-lived asset;
- a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset; and
- a current expectation that, it is more likely than not that, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

We review our portfolio on an on-going basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property’s use and eventual disposition. These estimates consider factors such as expected future operating income, market and other applicable trends and residual value expected, as well as the effects of hotel demand, competition and other factors. If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in hotel properties.

As of December 31, 2014, based on our analysis, we have determined that the future cash flow of each of the properties in our portfolio is sufficient to recover its carrying value.

## Investment in Joint Ventures

Properties owned in joint ventures are consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest or other rights in the operation of the entity. To determine if we are the primary beneficiary of a VIE, we evaluate whether we have a controlling financial interest in that VIE. An enterprise is deemed to have a controlling financial interest if it has i) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance, and ii) the obligation to absorb losses of the VIE that could be significant to the VIE or the rights to receive benefits from the VIE that could be significant to the VIE. Control can also be demonstrated by the ability of a member to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the other member and the inability of the members to replace the managing member. This evaluation requires significant judgment.

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances exist indicating impairment to the carrying value of the investment that is other than temporary. When an impairment indicator is present, we will estimate the fair value of the investment. Our estimate of fair value takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. This determination requires significant estimates by management, including the expected cash flows to be generated by the assets owned and operated by the joint venture. Subsequent changes in estimates could impact the determination of whether impairment exists. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount over the fair value of our investment in the unconsolidated joint venture.

#### Accounting for Derivative Financial Investments and Hedging Activities

We use derivatives to hedge, fix and cap interest rate risk and we account for our derivative and hedging activities by recording all derivative instruments at fair value on the balance sheet. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking each hedge transaction. Cash flow hedges that are considered highly effective are accounted for by recording the fair value of the derivative instrument on the balance sheet as either an asset or liability, with a corresponding amount recorded in other comprehensive income within shareholders' equity. Amounts are reclassified from other comprehensive income to the income statements in the period or periods the hedged forecasted transaction affects earnings.

Under cash flow hedges, derivative gains and losses not considered highly effective in hedging the change in expected cash flows of the hedged item are recognized immediately in the income statement. For hedge transactions that do not qualify for the short-cut method, at the hedge's inception and on a regular basis thereafter, a formal assessment is performed to determine whether changes in the cash flows of the derivative instruments have been highly effective in offsetting changes in cash flows of the hedged items and whether they are expected to be highly effective in the future.

#### RELATED PARTY TRANSACTIONS

We have entered into a number of transactions and arrangements that involve related parties. For a description of the transactions and arrangements, please see Note 6, "Commitments and Contingencies and Related Party Transactions," to the consolidated financial statements.

#### CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

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The following table summarizes our contractual obligations and commitments to make future payments under contracts, such as debt and lease agreements, as of December 31, 2014.

Contractual Obligations	2015	2016	2017	2018	2019	Thereafter
Long Term Debt	\$ 69,063	\$ 273,824	\$ 204,219	\$ 1,564	\$ 44,892	\$ 73,777
Interest Expense on Long Term Debt	29,450	22,908	5,155	3,730	3,541	31,072
Unsecured Term Loan	-	-	-	-	250,000	-
Unsecured Line of Credit	-	-	-	-	-	-
Interest Expense on Unsecured Term Loan	7,320	7,320	7,320	7,320	651	-
Hotel Ground Rent	2,342	2,374	2,374	2,374	2,374	229,028
Total	\$ 108,175	\$ 306,426	\$ 219,068	\$ 14,988	\$ 301,458	\$ 333,877

From time to time, we acquire properties subject to an obligation to pay contingent consideration arrangements with the former owner if specified operating objectives are achieved by the acquired entity. Our current maximum cash payment under this arrangement is \$2,000 in 2015 the Parrot Key Resort in Key West, FL. As of December 31, 2014, we recorded the full amount of contingent consideration as we believe the likelihood of the hotel achieving the specific operating targets is probable.

## Item 7A .Quantitative and Qualitative Disclosures About Market Risk (in thousands, except per share data)

Our primary market risk exposure is to changes in interest rates on our variable rate debt which has not been effectively hedged with interest swaps or interest rate caps. As of December 31, 2014, we are exposed to interest rate risk with respect to variable rate borrowings under our \$500,000 credit facility and certain variable rate mortgages and notes payable. As of December 31, 2014, we had total variable rate debt outstanding of \$298,048 with a weighted average interest rate of 3.04%. The effect of a 100 basis point increase or decrease in the interest rate on our variable rate debt outstanding as of December 31, 2014 would be an increase or decrease in our interest expense for the twelve months ended December 31, 2014 of \$2,083.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates for a portion of our borrowings through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We have also entered into derivative financial instruments such as interest rate swaps or caps, and in the future may enter into treasury options or locks, to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. As of December 31, 2014, we have an interest rate cap related to debt on the Hilton Garden Inn, 52nd Street, New York, Hyatt Union Square, New York, NY and our two subordinated notes payable, and we have six interest rate swaps related to debt on the Courtyard by Marriott, Westside, Los Angeles, CA, Capitol Hill Hotel, Washington DC, Courtyard by Marriott, Miami Beach, FL, Duane Street Hotel, New York, NY, and our unsecured credit facility. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

As of December 31, 2014 approximately 84% of our outstanding consolidated long-term indebtedness is subject to fixed rates or effectively capped, while 16% of our outstanding long term indebtedness is subject to floating rates, including borrowings under our revolving credit facility.

Changes in market interest rates on our fixed-rate debt impact the fair value of the debt, but such changes have no impact on interest expense incurred. If interest rates rise 100 basis points and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. The sensitivity analysis related to our fixed-rate debt assumes an immediate 100 basis point move in interest rates from their December 31, 2014 levels, with all other variables held constant. A 100 basis point increase in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2014 to be approximately \$901,571 and a 100 basis point decrease in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2014 to be approximately \$932,755.

	2015	2016	2017	2018	2019	Thereafter	Total
Fixed Rate Debt	\$ 69,063	\$ 218,824	\$ 203,172	\$ 491	\$ 150,513	\$ 22,229	\$ 664,292
	4.77%	4.29%	3.36%	3.36%	4.40%	4.40%	4.10%



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Weighted Average Interest Rate

Floating Rate Debt	\$ -	\$ 55,000	\$ 1,047	\$ 1,073	\$ 144,379	\$ 51,548	\$ 253,047
Weighted Average Interest Rate	3.04%	2.68%	2.68%	2.68%	3.17%	3.17%	2.88%
	\$ 69,063	\$ 273,824	\$ 204,219	\$ 1,564	\$ 294,892	\$ 73,777	\$ 917,339
Line of Credit Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Weighted Average Interest Rate	-	-	-	2.62%	-	-	2.62%
	\$ 69,063	\$ 273,824	\$ 204,219	\$ 1,564	\$ 294,892	\$ 73,777	\$ 917,339

The table incorporates only those exposures that existed as of December 31, 2014, and does not consider exposure or positions that could arise after that date. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the future period, prevailing interest rates, and our hedging strategies at that time.

Item 8. Financial Statements and Supplementary Data

Hersha Hospitality Trust

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Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of

Hersha Hospitality Trust:

We have audited the accompanying consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2014. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index. These consolidated financial statements and financial statement schedule are the responsibility of Hersha Hospitality Trust's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hersha Hospitality Trust and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 11 to the consolidated financial statements, the Company has changed its method for reporting discontinued operations as of January 1, 2014.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Hersha Hospitality Trust's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 20, 2015, expressed an unqualified opinion on the effectiveness of Hersha Hospitality Trust's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 20, 2015

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## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	December 31, 2014	December 31, 2013
Assets:		
Investment in Hotel Properties, Net of Accumulated Depreciation, Including Consolidation of Variable Interest Entity Assets of \$84,247 and \$85,759	\$ 1,745,483	\$ 1,535,835
Investment in Unconsolidated Joint Ventures	11,150	12,044
Cash and Cash Equivalents	21,675	36,213
Escrow Deposits	16,941	25,938
Hotel Accounts Receivable, Net of Allowance for Doubtful Accounts of \$39 and \$43	9,363	9,141
Deferred Financing Costs, Net of Accumulated Amortization of \$6,938 and \$7,070	8,605	7,570
Due from Related Parties	6,580	11,124
Intangible Assets, Net of Accumulated Amortization of \$3,514 and \$3,227	7,316	7,603
Deposits on Hotel Acquisitions	-	18,586
Other Assets	28,426	27,460
Hotel Assets Held for Sale	-	56,583
Total Assets	\$ 1,855,539	\$ 1,748,097
Liabilities and Equity:		
Line of Credit	\$ -	\$ -
Unsecured Term Loan	250,000	150,000
Unsecured Notes Payable	51,548	51,548
Mortgages Payable, including Net Unamortized Premium and Consolidation of Variable Interest Entity Debt of \$54,132 and \$55,714	617,375	571,953
Accounts Payable, Accrued Expenses and Other Liabilities	54,115	40,852
Dividends and Distributions Payable	17,909	15,955
Due to Related Parties	7,203	4,815
Liabilities Related to Hotel Assets Held for Sale	-	45,835
Total Liabilities	\$ 998,150	\$ 880,958
Equity:		
Shareholders' Equity:		
Preferred Shares: \$.01 Par Value, 29,000,000 Shares Authorized, 4,600,000 Series B and 3,000,000 Series C Shares Issued and Outstanding at December 31, 2014 and December 31, 2013, with Liquidation Preferences of \$25 Per Share (Note 1)	\$ 76	\$ 76
Common Shares: Class A, \$.01 Par Value, 300,000,000 Shares Authorized at December 31, 2014 and December 31, 2013, 198,835,083 and 202,759,419 Shares Issued and Outstanding at December 31, 2014 and December 31, 2013, respectively	1,989	2,028

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Common Shares: Class B, \$.01 Par Value, 1,000,000 Shares Authorized, None Issued and Outstanding at December 31, 2014 and December 31, 2013	-	-
Accumulated Other Comprehensive Loss	(358)	(376)
Additional Paid-in Capital	1,193,056	1,200,798
Distributions in Excess of Net Income	(365,381)	(364,568)
Total Shareholders' Equity	829,382	837,958
Noncontrolling Interests (Note 1):		
Noncontrolling Interests - Common Units	29,082	29,523
Noncontrolling Interests - Consolidated Variable Interest Entity	(1,075)	(342)
Total Noncontrolling Interests	28,007	29,181
Total Equity	857,389	867,139
Total Liabilities and Equity	\$ 1,855,539	\$ 1,748,097

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2014	2013	2012
Revenue:			
Hotel Operating Revenues	\$ 417,226	\$ 338,064	\$ 299,005
Interest Income from Development Loans	-	158	1,998
Other Revenues	180	191	212
Total Revenues	417,406	338,413	301,215
Operating Expenses:			
Hotel Operating Expenses	227,324	188,431	161,982
Insurance Recoveries	(4,604)	(403)	-
Hotel Ground Rent	2,433	985	835
Real Estate and Personal Property Taxes and Property Insurance	30,342	24,083	19,341
General and Administrative (including Share Based Payments of \$6,028, \$9,746, and \$9,678 for the year ended December 31, 2014, 2013 and 2012, respectively)	20,363	23,869	23,377
Acquisition and Terminated Transaction Costs	2,472	974	1,179
Depreciation and Amortization	69,167	55,784	48,243
Contingent Consideration Related to Acquisition of Hotel Property	2,000	-	-
Total Operating Expenses	349,497	293,723	254,957
Operating Income	67,909	44,690	46,258
Interest Income	805	1,784	1,311
Interest Expense	(43,357)	(40,935)	(38,070)
Other Expense	(485)	(102)	(43)
Gain on Disposition of Hotel Properties	7,195	-	-
Gain on Hotel Acquisitions, net	12,667	12,096	-
Development Loan Recovery	22,494	-	-
Loss on Debt Extinguishment	(670)	(545)	(3,189)
Income Before Income (Loss) from Unconsolidated Joint Venture Investments, Income Taxes and Discontinued Operations	66,558	16,988	6,267

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Income (Loss) from Unconsolidated Joint Ventures	693	(22)	(232)
Impairment of Investment in Unconsolidated Joint Venture	-	(1,813)	-
Loss from Remeasurement of Investment in Unconsolidated Joint Venture	-	-	(1,892)
Income (Loss) from Unconsolidated Joint Venture Investments	693	(1,835)	(2,124)
Income Before Income Taxes	67,251	15,153	4,143
Income Tax Benefit	2,685	5,600	3,355
Income from Continuing Operations	69,936	20,753	7,498
Discontinued Operations (Note 11):			
(Loss) Gain on Disposition of Discontinued Assets	(128)	32,121	11,231
Impairment of Discontinued Assets	(1,800)	(10,314)	-
Income from Discontinued Operations, Net of Income Taxes	263	7,388	3,489
(Loss) Income from Discontinued Operations	(1,665)	29,195	14,720
Net Income	68,271	49,948	22,218
(Income) Loss Allocated to Noncontrolling Interests	(1,016)	(335)	158
Preferred Distributions	(14,356)	(14,611)	(14,000)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	(2,250)	-
Net Income Applicable to Common Shareholders	\$ 52,899	\$ 32,752	\$ 8,376

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2014	2013	2012
Earnings Per Share:			
<b>BASIC</b>			
Income (Loss) from Continuing Operations Applicable to Common Shareholders	\$ 0.27	\$ 0.02	\$ (0.03)
Income (Loss) from Discontinued Operations Applicable to Common Shareholders	(0.01)	0.14	0.07
Net Income (Loss) Applicable to Common Shareholders	\$ 0.26	\$ 0.16	\$ 0.04
<b>DILUTED</b>			
Income (Loss) from Continuing Operations Applicable to Common Shareholders	\$ 0.27	\$ 0.02	\$ (0.03)
Income (Loss) from Discontinued Operations Applicable to Common Shareholders	(0.01)	0.14	0.07
Net Income (Loss) Applicable to Common Shareholders	\$ 0.26	\$ 0.16	\$ 0.04
Weighted Average Common Shares Outstanding:			
Basic	199,109,209	198,390,450	187,415,270
Diluted*	201,197,310	201,918,177	187,415,270

\*Income (loss) allocated to noncontrolling interest in Hersha Hospitality Limited Partnership (the "Operating Partnership" or "HHLP") has been excluded from the numerator and common units of limited partnership interest ("Common Units") in the Operating Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these shares and units in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	Year Ended December 31,		
	2014	2013	2012
Common Units	6,909,649	6,968,035	7,208,123
LTIP Units	32,711	-	-
Unvested Stock Awards Outstanding	-	-	433,097
Contingently Issuable Share Awards	-	-	2,778,545
Options to Acquire Common Shares Outstanding	-	-	275,580
Total Potentially Dilutive Securities Excluded from the Denominator	6,942,360	6,968,035	10,695,345

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS]

	Year Ended December 31,		
	2014	2013	2012
Net Income	\$ 68,271	\$ 49,948	\$ 22,218
Other Comprehensive Income (Loss)			
Change in Fair Value of Derivative Instruments	1,527	2,694	1,073
Less: Reclassification Adjustment for Change in Fair Value of Derivative Instruments Included in Net Income	(1,509)	(1,284)	(1,708)
Comprehensive Income	68,289	51,358	21,583
Less: Comprehensive Loss (Income) Attributable to Noncontrolling Interests	(1,016)	(335)	158
Less: Preferred Distributions	(14,356)	(14,611)	(14,000)
Less: Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	(2,250)	-
Comprehensive Income Attributable to Common Shareholders	\$ 52,917	\$ 34,162	\$ 7,741

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Common Shares	Shareholders' Equity		Preferred Shares	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Distributions in Excess of Net Earnings	Total Shareholders' Equity
		Class A Common Shares (\$)	Class B Common Shares (\$)					
Balance at December 31, 2013	202,759,419	2,028	-	7,600,000	76	1,200,798 (376)	(364,568)	837,958
Unit Conversion/Redemption	18,900	-	-	-	-	(77)	-	(77)
Restricted Shares Forfeiture/LTIP Unit Issuance	(1,948,324)	(19)	-	-	-	19	-	-
Repurchase of Common Shares	(2,626,854)	(26)	-	-	-	(13,771)	(1,621)	(15,418)
Dividends and Distributions declared: Common Shares (\$0.26 per share)	-	-	-	-	-	-	(52,091)	(52,091)
Preferred Shares	-	-	-	-	-	-	(14,356)	(14,356)
Common Units (\$0.26 per share)	-	-	-	-	-	-	-	-
LTIP Units (\$0.07 per share)	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	8,647	-	-	-	-	50	-	50
Share Based Compensation:								

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Grants	641,295	6	-	-	-	641	-	-	647
Amortization	-	-	-	-	-	5,396	-	-	5,396
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	18	-	18
Net Income	-	-	-	-	-	-	-	67,255	67,255
Balance at December 31, 2014	198,853,083	1,989	-	7,600,000	76	1,193,056	(358)	(365,381)	829,382

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Shareholders' Equity				Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Loss (\$)	Distributions in Excess of Net Earnings (\$)	Total Shareholders' Equity
	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares					
Balance at December 31, 2012	198,672,356	1,986	-	7,000,000	70	1,178,292	(1,786)	(348,734)	829,823
Unit Conversion/Redemption	27,790	1	-	-	-	(234)	-	-	(233)
Reallocation of Noncontrolling Interest	-	-	-	-	-	-	-	-	-
Preferred Share Offering, Net of Costs	-	-	-	3,000,000	30	72,340	-	-	72,370
Preferred Share Redemption	-	-	-	(2,400,000)	(24)	(59,976)	-	-	(60,000)
Dividends and Distributions declared: Common Shares (\$0.24 per share)	-	-	-	-	-	-	-	(50,836)	(50,836)
Preferred Shares	-	-	-	-	-	-	-	(14,611)	(14,611)
Common Units (\$0.24 per share)	-	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	7,206	-	-	-	-	38	-	-	38
Share Based Compensation: Grants	4,052,067	41	-	-	-	467	-	-	508
Amortization	-	-	-	-	-	9,871	-	-	9,871
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	1,410	-	1,410

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Net Income	-	-	-	-	-	-	-	49,613	49,613
Balance at December 31, 2013	202,759,419	2,028	-	7,600,000	76	1,200,798	(376)	(364,568)	837,95

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Shareholders' Equity						Accumulated Other Comprehensive Loss (\$)	Distributions in Excess of Net Earnings (\$)	Total Shareholders' Equity (\$)
	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares	Preferred Shares (\$)	Additional Paid-In Capital (\$)			
Balance at December 31, 2011	169,969,973	1,699	-	7,000,000	70	1,041,027.00	(1,151)	(310,972)	730,673
Unit Conversion	157,810	1	-	-	-	571	-	-	572
Reallocation of Noncontrolling Interest	-	-	-	-	-	(966)	-	-	(966)
Common Stock Issuance									
Common Stock Offering, Net of Costs	24,000,000	240	-	-	-	128,318	-	-	128,558
Common Stock Option Cancellation	2,521,561	25	-	-	-	(25)	-	-	-
Dividends and Distributions declared:									
Common Stock (\$0.24 per share)	-	-	-	-	-	-	-	(46,138)	(46,138)
Preferred Stock	-	-	-	-	-	-	-	(14,000)	(14,000)
Common Units (\$0.24 per share)	-	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	5,117	-	-	-	-	24	-	-	24



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Stock Based Compensation Grants	2,017,895	21	-	-	-	2,616	-	-	2,637
Amortization	-	-	-	-	-	6,727	-	-	6,727
Consolidation of Variable Interest Entity	-	-	-	-	-	-	-	-	-
Deconsolidation of Consolidated Joint Ventures	-	-	-	-	-	-	-	-	-
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	(635)	-	(635)
Net Income (Loss)	-	-	-	-	-	-	-	22,376	22,376
Balance at December 31, 2012	198,672,356	1,986	-	7,000,000	70	1,178,292	(1,786)	(348,734)	829,828

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012

[IN THOUSANDS]

	2014	2013	2012
Operating Activities:			
Net Income	\$ 68,271	\$ 49,948	\$ 22,218
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:			
Gain on Hotel Acquisitions, Net	(12,667)	(12,096)	-
Contingent Consideration	2,000	-	-
Development Loan Recovery	(22,494)	-	-
Gain on Disposition of Hotel Properties	(7,067)	(32,121)	(11,231)
Impairment of Hotel Assets	1,800	10,314	-
Deferred Taxes	(2,685)	(5,500)	(3,355)
Depreciation	68,753	61,801	56,071
Amortization	1,979	2,545	3,680
Loss on Debt Extinguishment	673	471	2,261
Development Loan Interest Added to Principal	-	-	(678)
Equity in Loss of Unconsolidated Joint Ventures	(693)	1,835	2,124
Distributions from Unconsolidated Joint Ventures	1,262	568	1,387
Loss Recognized on Change in Fair Value of Derivative Instrument	71	22	658
Share Based Compensation Expense	6,028	9,746	9,678
Change in Assets and Liabilities:			
(Increase) Decrease in:			
Hotel Accounts Receivable	(350)	2,419	(235)
Escrows	1,272	476	(1,944)

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Other Assets	2,182	(4,269)	(2,683)
Due from Related Parties	4,544	(2,636)	(5,500)
Increase (Decrease) in:			
Due to Related Parties	2,388	412	1,541
Accounts Payable, Accrued Expenses and Other Liabilities	(2,373)	6,326	(2,236)
Net Cash Provided by Operating Activities	\$ 112,894	\$ 90,261	\$ 71,756
Investing Activities:			
Purchase of Hotel Property Assets	\$ (175,236)	\$ (217,142)	\$ (67,637)
Deposits on Hotel Acquisitions, Net	-	(1,836)	(18,750)
Capital Expenditures	(38,342)	(42,854)	(28,443)
Cash Paid for Hotel Development Projects	(3,764)	(20,054)	(10,171)
Proceeds from Disposition of Hotel Properties	30,056	136,015	63,722
Net Changes in Capital Expenditure Escrows	4,577	(1,287)	(4,454)
Investment in Notes Receivable	-	-	(150)
Repayment of Notes Receivable	-	-	1,720
Proceeds from Insurance Claims	1,881	5,001	-
Repayment of Development Loans Receivable	-	15,122	8,000
Distributions from Unconsolidated Joint Venture	324	1,711	476
Advances and Capital Contributions to Unconsolidated Joint Ventures	-	(150)	(130)
Net Cash Used in Investing Activities	\$ (180,504)	\$ (125,474)	\$ (55,817)

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS]

	2014	2013	2012
Financing Activities:			
Proceeds from (Repayments of) Borrowings Under Line of Credit, Net	\$ -	\$ -	\$ (51,000)
Proceeds from Unsecured Term Loan Borrowing	100,000	50,000	100,000
Principal Repayment of Mortgages and Notes Payable	(61,348)	(54,398)	(187,478)
Proceeds from Mortgages and Notes Payable	101,000	65,000	98,695
Cash Paid for Deferred Financing Costs	(4,450)	(2,283)	(96)
Proceeds from Issuance of Preferred Shares, Net	-	72,370	-
Proceeds from Issuance of Common Shares, Net	-	-	128,558
Redemption of Series A Preferred Shares	-	(60,000)	-
	(15,418)	-	-

Repurchase of Common Shares				
Redemption of Common Partnership Units	(338)	(1,000)	-	
Settlement of Interest Rate Cap	(8)	(565)	-	
Dividends Paid on Common Shares	(50,286)	(50,553)	(44,391)	
Dividends Paid on Preferred Shares	(14,356)	(14,522)	(14,000)	
Distributions Paid on Common Partnership Units	(1,724)	(1,682)	(1,736)	
Net Cash Provided by Financing Activities	\$ 53,072	\$ 2,367	\$ 28,552	
Net Increase (Decrease) in Cash and Cash Equivalents	\$ (14,538)	\$ (32,846)	\$ 44,491	
Cash and Cash Equivalents - Beginning of Period	36,213	69,059	24,568	
Cash and Cash Equivalents - End of Period	\$ 21,675	\$ 36,213	\$ 69,059	

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Hersha Hospitality Trust (“we” or the “Company”) was formed in May 1998 as a self-administered, Maryland real estate investment trust. We have elected to be taxed and expect to continue to elect to be taxed as a real estate investment trust, or REIT, for federal income tax purposes.

The Company owns a controlling general partnership interest in Hersha Hospitality Limited Partnership (“HHLP” or the “Partnership”), which owns a 99% limited partnership interest in various subsidiary partnerships. Hersha Hospitality, LLC (“HLLC”), a Virginia limited liability company, owns a 1% general partnership interest in the subsidiary partnerships and the Partnership is the sole member of HLLC.

The Partnership owns a taxable REIT subsidiary (“TRS”), 44 New England Management Company (“44 New England” or “TRS Lessee”), which leases certain of the Company’s hotels.

Hersha’s common shares of beneficial interest trade on the New York Stock Exchange (“the NYSE”) under the ticker symbol “HT”, its 8.0% Series B preferred shares of beneficial interest trade on the NYSE under the ticker symbol “HT PR B” and its 6.875% Series C preferred shares of beneficial interest trade on the NYSE under the ticker symbol “HT PR C.”

As of December 31, 2014, the Company, through the Partnership and subsidiary partnerships, wholly owned 46 limited and full service hotels. All of the wholly owned hotel facilities are leased to the Company’s TRS, 44 New England.

In addition to the wholly owned hotel properties, as of December 31, 2014, the Company owned joint venture interests in another five properties. The properties owned by the joint ventures are leased to a TRS owned by the joint venture

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or to an entity owned by the joint venture partners and 44 New England. The following table lists the properties owned by these joint ventures:

Joint Venture	Ownership	Property	Location	Lessee/Sublessee
Unconsolidated Joint Ventures				
Mystic Partners, LLC	66.7%	Marriott	Mystic, CT	Mystic Partners Leaseco, LLC
	8.8%	Hilton	Hartford, CT	Mystic Partners Leaseco, LLC
	15.0%	Marriott	Hartford, CT	Mystic Partners Leaseco, LLC
SB Partners, LLC	50.0%	Holiday Inn Express	South Boston, MA	South Bay Sandeep, LLC
Hiren Boston, LLC	50.0%	Courtyard	South Boston, MA	South Bay Boston, LLC

Mystic Partners, LLC owns an interest in three hotel properties. Our interest in Mystic Partners, LLC is relative to our interest in each of the three properties owned by the joint venture as defined in the joint venture's governing documents. Each of the three properties owned by Mystic Partners, LLC is leased to a separate entity that is consolidated in Mystic Partners Leaseco, LLC which is owned by 44 New England and our joint venture partner in Mystic Partners, LLC.

The properties are managed by eligible independent management companies, including Hersha Hospitality Management, LP ("HHMLP"). HHMLP is owned in part by certain of our trustees and executive officers and other unaffiliated third party investors.

#### Principles of Consolidation and Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and include all of our accounts as well as accounts of the Partnership, subsidiary partnerships and our wholly owned TRS Lessee. All significant inter-company amounts have been eliminated.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidated properties are either wholly owned or owned less than 100% by the Partnership and are controlled by the Company as general partner of the Partnership. Properties owned in joint ventures are also consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest in the entity. Control can be demonstrated when the general partner has the power to impact the economic performance of the partnership, which includes the ability of the general partner to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the limited partners and the inability of the limited partners to replace the general partner. Control can be demonstrated by the limited partners if the limited partners have the right to dissolve or liquidate the partnership or otherwise remove the general partner without cause or have rights to participate in the significant decisions made in the ordinary course of the partnership's business.

We evaluate each of our investments and contractual relationships to determine whether they meet the guidelines of consolidation. Entities are consolidated if the determination is made that we are the primary beneficiary in a VIE or we maintain control of the asset through our voting interest or other rights in the operation of the entity. To determine if we are the primary beneficiary of a VIE, we evaluate whether we have a controlling financial interest in that VIE. An enterprise is deemed to have a controlling financial interest if it has i) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance, and ii) the obligation to absorb losses of the VIE that could be significant to the VIE or the rights to receive benefits from the VIE that could be significant to the VIE. Control can also be demonstrated by the ability of a member to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the other member and the inability of the members to replace the managing member. Based on our examination, the following entities were determined to be VIE's: Mystic Partners, LLC; Mystic Partners Leaseco, LLC; South Bay Boston, LLC; Brisam Management DE, LLC; Hersha Statutory Trust I; and Hersha Statutory Trust II. Mystic Partners, LLC is a VIE entity, however because we are not the primary beneficiary it is not consolidated by the Company. Our maximum exposure to losses due to our investment in Mystic Partners, LLC is limited to our investment in the joint venture which is \$5,556 as of December 31, 2014. Also, Mystic Partners Leaseco, LLC; and South Bay Boston, LLC lease hotel properties from our joint venture interests and are VIEs. These entities are consolidated by the lessors, the primary beneficiaries of each entity. Brisam Management DE, LLC is consolidated in our financial statements, as we are considered to be the primary beneficiary. Hersha Statutory Trust I and Hersha Statutory Trust II are VIEs but HHLP is not the primary beneficiary in these entities. Accordingly, the accounts of Hersha Statutory Trust I and Hersha Statutory Trust II are not consolidated with and into HHLP.



We allocate resources and assess operating performance based on individual hotels and consider each one of our hotels to be an operating segment. All of our individual operating segments meet the aggregation criteria. All of our other real estate investment activities are immaterial and meet the aggregation criteria, and thus, we report one segment: investment in hotel properties.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (US GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Although we believe the assumptions and estimates we made are reasonable and appropriate, as discussed in the applicable sections throughout these Consolidated Financial Statements, different assumptions and estimates could materially impact our reported results. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions and changes in market conditions could impact our future operating results.

#### Investment in Hotel Properties

The Company allocates the purchase price of hotel properties acquired based on the fair value of the acquired real estate, furniture, fixtures and equipment, and intangible assets and the fair value of liabilities assumed, including debt. The fair value allocations were determined using Level 3 inputs, which are typically unobservable and are based on our own assumptions, as there is little, if any, related market activity. The Company's investments in hotel properties are carried at cost and are depreciated using the straight-line method over the following estimated useful lives:

Building and Improvements      7 to 40 Years

Furniture, Fixtures and Equipment      2 to 7 Years

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company periodically reviews the carrying value of each hotel to determine if circumstances indicate impairment to the carrying value of the investment in the hotel or that depreciation periods should be modified. If facts or circumstances support the possibility of impairment, the Company will prepare an estimate of the undiscounted future cash flows, without interest charges, of the specific hotel. Based on the properties undiscounted future cash flows, the Company will determine if the investment in such hotel is recoverable. If impairment is indicated, an adjustment will be made to reduce the carrying value of the hotel to reflect the hotel at fair value.

We consider a hotel to be held for sale when management and our independent trustees commit to a plan to sell the property, the property is available for sale, management engages in an active program to locate a buyer for the property and it is probable the sale will be completed within a year of the initiation of the plan to sell.

Acquisition-related cost, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the above acquired assets.

Investment in Unconsolidated Joint Ventures

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances indicate impairment to the carrying value of the investment that is other than temporary. When an impairment indicator is present, we will estimate the fair value of the investment. Our estimate of fair value takes into

consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. This determination requires significant estimates by management, including the expected cash flows to be generated by the assets owned and operated by the joint venture. To the extent impairment has occurred and the impairment is considered other than temporary, the loss will be measured as the excess of the carrying amount over the fair value of our investment in the unconsolidated joint venture.

#### Cash and Cash Equivalents

Cash and cash equivalents represent cash on hand and in banks plus short-term investments with an initial maturity of three months or less when purchased.

#### Escrow Deposits

Escrow deposits include reserves for debt service, real estate taxes, and insurance and reserves for furniture, fixtures, and equipment replacements, as required by certain mortgage debt agreement restrictions and provisions.

#### Hotel Accounts Receivable

Hotel accounts receivable consists primarily of meeting and banquet room rental and hotel guest receivables. The Company generally does not require collateral. Ongoing credit evaluations are performed and an allowance for potential losses from uncollectible accounts is provided against the portion of accounts receivable that is estimated to be uncollectible.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred Financing Costs

Deferred financing costs are recorded at cost and amortized over the terms of the related indebtedness using the effective interest method.

Due from/to Related Parties

Due from/to Related Parties represents current receivables and payables resulting from transactions related to hotel management and project management with affiliated entities. Due from related parties results primarily from advances of shared costs incurred and interest receivable on development loans made to related parties. Due to affiliates results primarily from hotel management and project management fees incurred. Both due to and due from related parties are generally settled within a period not to exceed one year.

Intangible Assets and Liabilities

Intangible assets consist of leasehold intangibles for above-market value of in-place leases and deferred franchise fees. The leasehold intangibles are amortized over the remaining lease term. Deferred franchise fees are amortized using the straight-line method over the life of the franchise agreement.

Intangible liabilities consist of leasehold intangibles for below-market value of in-place leases. The leasehold intangibles are amortized over the remaining lease term. Intangible liabilities are included in the accounts payable, accrued expenses and other liabilities on the Company's consolidated balance sheets.

## Development Project Capitalization

We have opportunistically engaged in the development and re-development of hotel assets. We capitalize expenditures related to hotel development projects and renovations, including indirect costs such as interest expense, real estate taxes and utilities related to hotel development projects and renovations.

## Noncontrolling Interest

Noncontrolling interest in the Partnership represents the limited partner's proportionate share of the equity of the Partnership. Income (loss) is allocated to noncontrolling interest in accordance with the weighted average percentage ownership of the Partnership during the period. At the end of each reporting period the appropriate adjustments to the income (loss) are made based upon the weighted average percentage ownership of the Partnership during the period. Our ownership interest in the Partnership as of December 31, 2014, 2013 and 2012 was 95.8%, 96.7%, and 96.5%, respectively.

We define a noncontrolling interest as the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. Such noncontrolling interests are reported on the consolidated balance sheets within equity, but separately from the shareholders' equity. Revenues, expenses and net income or loss attributable to both the Company and noncontrolling interests are reported on the consolidated statements of operations.

In accordance with US GAAP, we classify securities that are redeemable for cash or other assets at the option of the holder, or not solely within the control of the issuer, outside of permanent equity in the consolidated balance sheet. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to noncontrolling interests for which the Company has a choice to settle the contract by delivery of its own shares, the Company considers the guidance in US GAAP to evaluate whether the Company controls the actions or events necessary to issue the maximum number of common shares that could be required to be delivered at the time of settlement of the contract.

We classify the noncontrolling interests of our consolidated joint ventures, consolidated variable interest entity, and certain Common Units ("Nonredeemable Common Units") as equity. The noncontrolling interests of Nonredeemable Common Units totaled \$29,082 as of December 31, 2014 and \$29,523 as of December 31, 2013. As of December 31, 2014, there were 8,797,736 Nonredeemable Common Units outstanding with a fair market value of \$61,848, based on the price per share of our common shares on the NYSE on such date.



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

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NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In accordance with the partnership agreement of the Partnership, holders of these units may redeem them for cash unless we, in our sole and absolute discretion, elect to issue common shares on a one-for-one basis in lieu of paying cash.

Prior to February 1, 2013, certain Common Units (“Redeemable Common Units”) had been pledged as collateral in connection with a pledge and security agreement entered into by the Company and the holders of the Redeemable Common Units. The redemption feature contained in the pledge and security agreement where the Redeemable Common Units served as collateral contains a provision that could result in a net cash settlement outside of the control of the Company. As a result, prior to February 1, 2013, the Redeemable Common Units were classified in the mezzanine section of the consolidated balance sheets as they did not meet the requirements for equity classification under US GAAP. Effective February 1, 2013, the aforementioned pledge and security agreement is no longer in place and therefore these Common Units have been treated as Nonredeemable Common Units. The carrying value of the Redeemable Common Units equals the greater of carrying value based on the accumulation of historical cost or the redemption value. As of December 31, 2014 and 2013, there were no outstanding Common Units designated as Redeemable Common Units.

Net income or loss attributed to Nonredeemable Common Units and Redeemable Common Units (collectively, “Common Units”), as well as the net income or loss related to the noncontrolling interests of our consolidated joint venture and consolidated variable interest entity, is included in net income or loss in the consolidated statements of operations. Net income or loss attributed to the Common Units and the noncontrolling interests of our consolidated joint ventures and consolidated variable interest entity is excluded from net income or loss applicable to common shareholders in the consolidated statements of operations.

Shareholders' Equity

On February 25, 2013, we completed a public offering of 3,000,000 6.875% Series C Cumulative Redeemable Preferred Shares. These shares have a par value of \$0.01 per share with a \$25.00 liquidation preference per share. Net proceeds of the offering, after deducting the underwriting discount and the offering expenses payable by us, were approximately \$72,370.

We utilized the net proceeds of the offering to redeem all outstanding 8.00% Series A Cumulative Redeemable Preferred Shares on March 28, 2013, and for general corporate purposes. The Series A Preferred Shares were redeemed at a per share redemption price of \$25.00 together with accrued and unpaid dividends to the redemption date for an aggregate per share redemption price of \$25.4056. Dividends ceased accruing on the Series A Preferred Shares on March 28, 2013.

Terms of the Series B and Series C Preferred Shares outstanding at December 31, 2014 and 2013 are summarized as follows:

Series	Shares Outstanding		Aggregate Liquidation Preference	Distribution Rate	Dividend Per Share Year Ended December 31,	
	December 31, 2014	December 31, 2013			2014	2013
Series B	4,600,000	4,600,000	\$ 115,000	8.000%	\$ 2.0000	\$ 2.0000
Series C	3,000,000	3,000,000	75,000	6.875%	1.7188	1.4753
Total	7,600,000	7,600,000				

In December 2012, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares through December 31, 2013. We did not repurchase any common shares prior to the expiration of the share repurchase program. In January 2014, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares. In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding shares. The current share repurchase program will expire on December 31, 2015. For the year ended December 31, 2014, the Company repurchased 2,626,854 common shares for an aggregate purchase price of \$15,418. As of February 20, 2015, we have not repurchased any common shares pursuant to the newly reauthorized share repurchase program. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

On May 8, 2012, we closed on a public offering in which we issued and sold 24,000,000 common shares through several underwriters for net proceeds to us of approximately \$128,558. Immediately upon the closing the offering, we contributed all of the net proceeds of the offering to HHLP in exchange for additional Common Units. HHLP used the net proceeds of this offering to reduce some of the indebtedness outstanding under our revolving line of credit facility and for general corporate purposes, including the funding of future acquisitions.

On August 4, 2009, we entered into a purchase agreement with Real Estate Investment Group L.P. (“REIG”), pursuant to which we sold 5,700,000 common shares at a price of \$2.50 per share to REIG for gross proceeds of \$14,250. We also granted REIG the option to buy up to an additional 5,700,000 common shares at a price of \$3.00 per share, which was exercisable through August 4, 2014. On February 13, 2012, pursuant to the terms of the original option, we called in and canceled the option granted to REIG in exchange for the issuance of 2,521,561 common shares with an aggregate value equal to \$13,566. This amount equals the volume weighted average price per common share for the 20 trading days prior to the exercise of the option, less the \$3.00 option price, multiplied by the 5,700,000 common shares remaining under the option.

On December 23, 2014, we amended our partnership agreement to allow for the issuance of profits interests in HHLP in the form of LTIP Units, a new class of limited partnership units in HHLP, and to establish the terms of the LTIP Units. The LTIP Units vest on December 31 and June 1 of each year, beginning on December 31, 2014 and ending on June 1, 2017. The LTIP units contain restricted stock awards that were forfeited and replaced with LTIP unit awards with similar terms. The total number of Restricted Stock Awards forfeited and LTIP Units awarded was 1,948,324.

#### Stock Based Compensation

We measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award. The compensation cost is amortized on a straight line basis over the period during which an employee is required to provide service in exchange for the award. The compensation cost related to performance awards that are contingent upon market based criteria being met is recorded at the fair value of the award on the date of the grant and amortized over the performance period.

## Derivatives and Hedging

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and interest rate caps as part of its cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. Interest rate caps designated as cash flow hedges limit the Company's exposure to increased cash payments due to increases in variable interest rates.

## Revenue Recognition

We recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred.

Interest income on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of hotel revenue and are recorded in the period earned to the extent of the noncontrolling interest ownership.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company qualifies as a REIT under applicable provisions of the Internal Revenue Code, as amended, and intends to continue to qualify as a REIT. In general, under such provisions, a trust which has made the required election and, in the taxable year, meets certain requirements and distributes to its shareholders at least 90% of its REIT taxable income will not be subject to Federal income tax to the extent of the income which it distributes. Earnings and profits, which determine the taxability of dividends to shareholders, differ from net income reported for financial reporting purposes due primarily to differences in depreciation of hotel properties for Federal income tax purposes.

Deferred income taxes relate primarily to the TRS Lessee and are accounted for using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities of the TRS Lessee and their respective tax bases and for their operating loss and tax credit carry forwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including tax planning strategies and other factors.

The Company may recognize a tax benefit from an uncertain tax position when it is more-likely-than-not (defined as a likelihood of more than 50%) that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. If a tax position does not meet the more-likely-than-not recognition threshold, despite the Company's belief that its filing position is supportable, the benefit of that tax position is not recognized in the statements of operations. The Company recognizes interest and penalties, as applicable, related to unrecognized tax benefits as a component of income tax expense. The Company recognizes unrecognized tax benefits in the period that the uncertainty is eliminated by either affirmative agreement of the uncertain tax position by the applicable taxing authority, or by expiration of the applicable statute of limitation. For the years ended December 31, 2014, 2013 and 2012, the Company did not record any uncertain tax positions. As of December 31, 2014, with few exceptions, the Company is subject to tax examinations by U.S. federal, state, and local income tax authorities for years 2003 through 2014.

Reclassification

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

#### New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

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NOTE 2 – INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consists of the following at December 31, 2014 and December 31, 2013:

	December 31, 2014	December 31, 2013
Land	\$ 439,540	\$ 339,027
Buildings and Improvements	1,424,842	1,222,639
Furniture, Fixtures and Equipment	203,275	171,116
Construction in Progress	-	63,168
	2,067,657	1,795,950
Less Accumulated Depreciation	(322,174)	(260,115)
Total Investment in Hotel Properties	\$ 1,745,483	\$ 1,535,835

Depreciation expense was \$68,418, \$61,500 and \$55,956 (including depreciation on assets held for sale) for the years ended December 31, 2014, 2013, and 2012, respectively.

During the year ended December 31, 2014, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and	Ground Lease Intangible	Franchise Fees and Loan	Total Purchase Price	Assumption of Debt
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				Equipment		Costs			
Hotel Milo, Santa Barbara, CA	2/28/2014	\$ -	\$ 55,080	\$ 805	\$ (14,230)	\$ 273	\$ 41,928	\$ 24,924	
Parrot Key Resort, Key West, FL	5/7/2014	57,889	33,959	8,152	-	-	100,000	-	
Hilton Garden Inn 52nd Street, New York, NY	5/27/2014	45,480	60,762	4,920	-	1,123	112,285	-	
<b>TOTAL</b>		<b>\$ 103,369</b>	<b>\$ 149,801</b>	<b>\$ 13,877</b>	<b>\$ (14,230)</b>	<b>\$ 1,396</b>	<b>\$ 254,213</b>	<b>\$ 24,924</b>	

Acquisition-related cost, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the above acquired assets. During the year ended December 31, 2014, we paid \$2,178 in acquisition costs related to the above acquired assets.

The purchase agreement for the acquisition of the Parrot Key Resort in Key West, FL, contains a provision that entitles the seller to additional consideration of \$2,000 contingent upon the hotel achieving certain net operating income thresholds within twelve months of acquisition. At the time of acquisition, no liability was recorded as the fair market value of the contingent consideration was determined to be \$0. Upon remeasurement at December 31, 2014, a liability was recorded as the fair market value of the contingent consideration was determined to be \$2,000.

On May 27, 2014, we completed the acquisition of the Hilton Garden Inn 52nd Street hotel in New York, NY from an unaffiliated seller. Previously, we had entered into a purchase and sale agreement to acquire this property for total consideration of \$84,000. The purchase price for this property was contractually fixed on August 23, 2012, the date we entered into the purchase and sale agreement. During the 21-month period of time between entering in the purchase and sale agreement on August 23, 2012 and the closing date, the real estate market for hotels located in Manhattan experienced significant price appreciation due to improved economic conditions in the market and in the overall economy. This resulted in an increase in the fair value of the property at the time of closing the acquisition and, as such, we recognized a gain of approximately \$13,594, which is net of preopening expenses of \$927 on the statement of operations, as the fair value of the asset acquired less any liabilities assumed exceeded the consideration transferred.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

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## NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

Consideration given in exchange for the property included \$27,500 paid in cash to the seller and our reinstatement and cancellation of a development loan receivable in the original principal amount of \$10,000 and \$12,494 of accrued interest and late fees. This development loan receivable had previously been fully impaired in 2009, but was recovered as part of this acquisition. As a result, we recognized a gain of \$22,494 on the recovery of the previously impaired development loan. In addition, we paid off the existing construction financing and entered into a new mortgage loan of \$45,000. Concurrent with our entry into the new mortgage loan, we entered into an interest rate cap and swap – see “Note 7 – Fair Measurements and Derivative Instruments” for more information on this derivative. No other consideration was exchanged in connection with the acquisition of this property. Below is a tabular reference to illustrate the components of the consideration and fair value of the property:

	Initial Purchase Price	Interest and Late Fees on Development Loan	Non-Cash Fair Market Value Gain on Acquisition	Other	Fair Market Value At Acquisition	Franchise Fees and Loan Costs	Asset Value Upon Acquisition
Hotel Hilton Garden Inn 52nd Street, New York, NY	\$ 84,000	\$ 12,494	\$ 13,594	\$ 1,074	\$ 111,162	\$ 1,123	\$ 112,285

Included in the consolidated statement of operations for the year ended December 31, 2014 are total revenues of \$28,239 and a total net income of \$6,219 for hotels we have acquired and consolidated since the date of acquisition. These amounts represent the results of operations for these hotels since the date of acquisition:

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	Year Ended December 31, 2014	
Hotel	Revenue	Net Income
Hotel Milo, Santa Barbara, CA	\$ 8,655	\$ 668
Parrot Key Resort, Key West, FL	9,145	2,978
Hilton Garden Inn 52nd Street, New York, NY	10,439	2,573
Total	\$ 28,239	\$ 6,219

During the year ended December 31, 2013, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Franchise Fees and Loan Costs	Total Purchase Price
Hyatt Union Square, New York, NY*	4/9/2013	\$ 32,940	\$ 79,300	\$ 9,760	\$ 1,945	\$ 123,945
Courtyard by Marriott, San Diego, CA	5/30/2013	15,656	51,674	3,671	183	71,184
Residence Inn, Coconut Grove, FL	6/12/2013	4,146	17,456	218	75	21,895
Blue Moon, Miami Beach, FL	12/20/2013	4,874	20,354	1,125	-	26,353
Winter Haven, Miami Beach, FL	12/20/2013	5,400	18,147	1,050	-	24,597
Total		\$ 63,016	\$ 186,931	\$ 15,824	\$ 2,203	\$ 267,974



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

\*On April 9, 2013, we completed the acquisition of the Hyatt Union Square hotel in New York, NY from Risingsam Union Square LLC. Consideration given in exchange for the property included \$36,000 paid in cash to the seller and our cancellation of a development loan receivable in the original principal amount of \$10,000 and \$3,303 of accrued interest on the loan. In addition, we paid off the existing construction financing and entered into a new mortgage loan of \$55,000. We recognized a net gain of approximately \$12,108 on the purchase of the Hyatt Union Square hotel as the fair value of the assets acquired less any liabilities assumed exceeded the consideration transferred.

During the year ended December 31, 2013, we paid \$855 in acquisition costs related to the above acquired assets.

As shown in the table below, included in the consolidated statements of operations for the year ended December 31, 2013 are total revenues of \$22,889 and a total net income of \$1,412 for hotels we have acquired and consolidated since the date of acquisition. These amounts represent the results of operations for these hotels since the date of acquisition:

Hotel	Year Ended December 31, 2013	
	Revenue	Net (Loss) Income
Hyatt Union Square, New York, NY	\$ 11,272	\$ (1,466)
Courtyard by Marriott, San Diego, CA	8,350	1,914
Residence Inn, Coconut Grove, FL	2,889	713
Blue Moon, Miami Beach, FL	175	111
Winter Haven, Miami Beach, FL	203	140
Total	\$ 22,889	\$ 1,412

## Pro Forma Results (Unaudited)

The following condensed pro forma financial data are presented as if all acquisitions completed since January 1, 2014 and 2013 had been completed on January 1, 2013 and 2012. Properties acquired without any operating history are excluded from the condensed pro forma operating results. The condensed pro forma financial data is not necessarily indicative of what actual results of operations of the Company would have been assuming the acquisitions had been consummated on January 1, 2014 and 2013 at the beginning of the year presented, nor do they purport to represent the results of operations for future periods.

	Year Ended December 31,	
	2014	2013
Pro Forma Total Revenues	\$ 425,029	\$ 376,767
Pro Forma Income from Continuing Operations	\$ 72,864	\$ 27,859
(Loss) from Discontinued Operations	(1,665)	29,195
Pro Forma Net Income	71,199	57,054
Income (Loss) Allocated to Noncontrolling Interest	(1,016)	(335)
Preferred Distributions	(14,356)	(14,611)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	(2,250)
Pro Forma Net Income (Loss) Applicable to Common Shareholders	\$ 55,827	\$ 39,858
Pro Forma Income Applicable to Common Shareholders per Common Share		
Basic	\$ 0.28	\$ 0.20
Diluted	\$ 0.28	\$ 0.20
Weighted Average Common Shares Outstanding		
Basic	199,109,209	198,390,450
Diluted	201,197,310	201,918,177

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

Asset Development and Renovation

The Company has opportunistically engaged in the development of hotel assets. On July 22, 2011, the Company completed the acquisition of the real property and improvements located at 32 Pearl Street, New York, NY, from an unaffiliated seller for a total purchase price of \$28,300. On June 23, 2014, this property opened as a Hampton Inn. The total construction costs spent on this property since acquisition were \$9,564, which equates to a total carrying value of approximately

\$37,864 when the property opened.

In January 2014, the Company completed the construction of an additional oceanfront tower, additional meeting space and structured parking on a land parcel adjacent to the Courtyard by Marriott, Miami, FL, a hotel acquired on November 16,

2011. This land parcel was included in the acquisition of the hotel.

We capitalize expenditures related to hotel development projects and renovations, including indirect costs such as interest expense, real estate taxes and utilities related to hotel development projects and renovations.

We have capitalized the following indirect development costs for the years ended December 31, 2014, 2013 and 2012:

Year Ended December 31,

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	2014	2013	2012
Property Tax	\$ 223	\$ 388	\$ 296
Interest Expense	458	1,320	1,542
Utilities	73	3	9
Total	\$ 754	\$ 1,711	\$ 1,847

During the second quarter of 2014, we finalized our settlement of the insurance claim we had for losses incurred as a result of Hurricane Sandy. In October 2012, Hurricane Sandy affected numerous hotels within our portfolio. Two hotels within our portfolio were significantly impacted by this natural disaster; one hotel was inoperable (Holiday Inn Express Water Street,

New York, NY) and one hotel development project, which was subsequently completed on June 23, 2014, incurred delays in construction (Hampton Inn, Pearl Street, New York, NY). Prior to March 31, 2014, we had recorded estimated property losses of \$1,586 on the Holiday Inn Express Water Street and a corresponding insurance claim receivable of \$1,486. This hotel reopened in April 2013. We also had recorded estimated property losses of \$1,997 on the Hampton Inn Pearl Street and a corresponding insurance claim receivable of \$1,897. This hotel opened in June 2014. As a result of the claim settlement, we recorded a gain on insurance settlements of approximately \$4,604, which included business interruption claims.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of December 31, 2014 and December 31, 2013 our investment in unconsolidated joint ventures consisted of the following:

Joint Venture	Hotel Properties	Percent Owned	Preferred Return	December 31, 2014	December 31, 2013
SB Partners, LLC	Holiday Inn Express, South Boston, MA	50.0%	N/A	\$ 913	\$ 1,057
Hiren Boston, LLC	Courtyard by Marriott, South Boston, MA	50.0%	N/A	4,680	4,777
Mystic Partners, LLC	Hilton and Marriott branded hotels in CT	8.8%-66.7%	8.5% non-cumulative	5,556	6,210
				\$ 11,150	\$ 12,044

In 2013, we recorded an impairment loss of \$1,813 related to the Courtyard, Norwich, CT, one of the properties owned by Mystic Partners, LLC. Mystic Partners, LLC transferred the title to the property to the lender during the year ended December 31, 2014. As we did not anticipate recovering our investment balance in this asset, we reduced the portion of our Mystic Partners, LLC investment related to this property to \$0 as of December 31, 2013.

On February 1, 2013, the Company closed on the sale of its interest in one of the unconsolidated joint venture properties owned in part by Mystic Partners, LLC to its joint venture partner. As our investment in this unconsolidated joint venture equated the net proceeds distributed to us, we did not record a gain or loss in connection with the sale of this hotel.

As noted in “Note 2 – Investment in Hotel Properties,” on August 13, 2012, the Company purchased the remaining 50% ownership interest in Inn America Hospitality at Ewing, the lessee of the Courtyard by Marriot, Ewing, NJ. As such, we ceased to account for our investment in Inn America Hospitality at Ewing under the equity method of accounting as of August 13, 2012 because it became a consolidated subsidiary. Our interest in Inn America Hospitality at Ewing, which consisted of our investment in Inn America Hospitality at Ewing and a receivable, was remeasured and as a result based on the appraised value of the hotel, we recorded a loss of approximately \$1,668 during the twelve months ended December 31, 2012.

As noted in “Note 2 – Investment in Hotel Properties,” on June 18, 2012, the Company purchased the remaining 50% ownership interest in Metro 29th, the lessee of the Holiday Inn Express, Manhattan, New York, NY. As such, we ceased to account for our investment in Metro 29th under the equity method of accounting as of June 18, 2012 because it became a consolidated subsidiary. Our interest in Metro 29th was remeasured, and as a result, we recorded a loss of approximately \$224.

Fair value for our previously held investments in Inn America Hospitality at Ewing and Metro 29th was determined through the use of an income approach and was measured using Level 3 inputs. The income approach estimates an income stream for a hotel property (typically 5 years) and discounts this income plus a reversion (presumed sale) into a present value at a risk adjusted rate. RevPAR growth assumptions utilized in this approach are derived from market transactions as well as other financial and industry data. The terminal cap rate and discount rate are significant inputs to this valuation. The fair value measurements determined during the year included RevPAR growth assumptions ranging between 3% and 8%, terminal cap rates ranging between 8.5% and 9.5%, and a discount rate of 10.5%. Changes in these inputs could result in a significant change in the valuation of our original joint venture investments and a change in the loss from remeasurement of investment in unconsolidated joint venture recognized during the period.

On February 23, 2012, the Company closed on the sale of 14 non-core hotel properties, including three of the unconsolidated joint venture hotel properties. On May 8, 2012, the Company closed on the remaining four non-core hotel properties, including one of the unconsolidated joint venture hotel properties. As our investment in these unconsolidated joint ventures equated the net proceeds distributed to us, we did not record a gain or loss in connection with the sale of these hotel properties. See “Note 11 – Hotel Dispositions” for more information.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

Income or loss from our unconsolidated joint ventures is allocated to us and our joint venture partners consistent with the allocation of cash distributions in accordance with the joint venture agreements. Any difference between the carrying amount of these investments and the underlying equity in net assets is amortized over the expected useful lives of the properties and other intangible assets.

Income (loss) recognized during the years ended December 31, 2014, 2013, and 2012, for our investments in unconsolidated joint ventures is as follows:

	Year Ended December 31,		
	2014	2013	2012
SB Partners, LLC	\$ 407	\$ 264	\$ 85
Hiren Boston, LLC	603	113	230
Mystic Partners, LLC	(317)	(399)	(433)
Metro 29th Street Associates, LLC	-	-	(114)
Income (Loss) from Unconsolidated Joint Venture Investments	693	(22)	(232)
Impairment from Unconsolidated Joint Ventures	-	(1,813)	-
Loss from Remeasurement of Investment in Unconsolidated Joint Ventures	-	-	(1,892)
Income (Loss) from Unconsolidated Joint	\$ 693	\$ (1,835)	\$ (2,124)

## Venture Investments

The Mystic Partners, LLC joint venture agreement provides for an 8.5% non-cumulative preferred return based on our contributed equity interest in the venture. Cash distributions will be made from cash available for distribution, first, to us to provide an 8.5% annual non-compounded return on our unreturned capital contributions and then to our joint venture partner to provide an 8.5% annual non-compounded return of their unreturned contributions. Any remaining cash available for distribution will be distributed to us 10.5% with respect to the net cash flow from the Hartford Marriott, 7.0% with respect to the Hartford Hilton and 56.7%, with respect to the remaining property. Mystic Partners, LLC allocates income to us and our joint venture partner consistent with the allocation of cash distributions in accordance with the joint venture agreements.

Each of the Mystic Partners, LLC hotel properties, except the Hartford Hilton, is under an Asset Management Agreement with 44 New England to provide asset management services. Fees for these services are paid monthly to 44 New England and recognized as income in the amount of 1% of operating revenues, except for the Hartford Marriott which is 0.25% of operating revenues.

The Company and our joint venture partner in Mystic Partners, LLC jointly and severally guarantee the performance of the terms of a loan to Adriaen's Landing Hotel, LLC, owner of the Hartford Marriott, in the amount of \$50,000, and 315 Trumbull Street Associates, LLC, owner of the Hartford Hilton, in the amount of \$27,000, if at any time during the term of the note and during such time as the net worth of Mystic Partners falls below the amount of the guarantee. We have determined that the probability of incurring loss under this guarantee is remote and the value attributed to the guarantee is de minimis.



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following tables set forth the total assets, liabilities, equity and components of net income or loss, including the Company's share, related to the unconsolidated joint ventures discussed above as of December 31, 2014 and December 31, 2013 and for the years ended December 31, 2014, 2013, and 2012.

## Balance Sheets

	December 31, 2014	December 31, 2013
Assets		
Investment in Hotel Properties, Net	\$ 106,430	\$ 114,221
Other Assets	19,032	19,146
Total Assets	\$ 125,462	\$ 133,367
Liabilities and Equity		
Mortgages and Notes Payable	\$ 115,446	\$ 112,654
Other Liabilities	30,832	37,464
Equity:		
Hersha Hospitality Trust	23,060	26,230
Joint Venture Partner(s)	(43,876)	(42,981)
Total Equity	(20,816)	(16,751)
Total Liabilities and Equity	\$ 125,462	\$ 133,367

## Statements of Operations

	Year Ended December 31,		
	2014	2013	2012
Room Revenue	\$ 59,135	\$ 58,273	\$ 62,058
Other Revenue	21,725	22,606	22,306
Operating Expenses	(54,831)	(55,179)	(57,131)
Lease Expense	(1,063)	(996)	(3,729)

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Property Taxes and Insurance	(2,934)	(3,034)	(3,438)
General and Administrative	(5,783)	(5,794)	(5,904)
Depreciation and Amortization	(6,376)	(6,697)	(6,533)
Interest Expense	(11,995)	(7,526)	(7,650)
Debt Extinguishment and Gain on Debt Forgiveness	3,016	-	-
Gain (Loss) allocated to Noncontrolling Interests	115	(179)	(2,614)
Net Income from Continuing Operations	1,009	1,474	(2,635)
(Loss) Income from Discontinued Operations	-	(55)	121
Gain on Disposition of Hotel Properties	-	1,161	25,131
Net Income	\$ 1,009	\$ 2,580	\$ 22,617

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## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following table is a reconciliation of the Company's share in the unconsolidated joint ventures' equity to the Company's investment in the unconsolidated joint ventures as presented on the Company's balance sheets as of December 31, 2014 and December 31, 2013.

	December 31, 2014	December 31, 2013
Company's share of equity recorded on the joint ventures' financial statements	\$ 23,060	\$ 26,230
Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures(1)	(11,910)	(14,186)
Investment in Unconsolidated Joint Ventures	\$ 11,150	\$ 12,044

(1) Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures consists of the following:

- cumulative impairment of the Company's investment in joint ventures not reflected on the joint ventures' financial statements;
- the Company's basis in the investment in joint ventures not recorded on the joint ventures' financial statements; and
- accumulated amortization of the Company's equity in joint ventures that reflects the Company's portion of the excess of the fair value of joint ventures' assets on the date of our investment over the carrying value of the assets recorded on the joint ventures financial statements (this excess investment is amortized over the life of the properties, and the amortization is included in Income (Loss) from Unconsolidated Joint Venture Investments on the Company's consolidated statement of operations).



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 4 – OTHER ASSETS AND DEPOSITS ON HOTEL ACQUISITIONS

Other Assets

Other Assets consisted of the following at December 31, 2014 and December 31, 2013:

	December 31, 2014	December 31, 2013
Transaction Costs	\$ -	\$ 115
Investment in Statutory Trusts	1,548	1,548
Prepaid Expenses	7,883	9,256
Insurance Claims Receivable	64	1,706
Deferred Tax Asset, Net of Valuation Allowance of \$804	11,448	8,766
Other	7,483	6,069
	\$ 28,426	\$ 27,460

Transaction Costs - Transaction costs include legal fees and other third party transaction costs incurred relative to entering into debt facilities, issuances of equity securities, and other costs which are recorded in other assets prior to the closing of the respective transactions.

Investment in Statutory Trusts - We have an investment in the common stock of Hersha Statutory Trust I and Hersha Statutory Trust II. Our investment is accounted for under the equity method.

Prepaid Expenses - Prepaid expenses include amounts paid for property tax, insurance and other expenditures that will be expensed in the next twelve months.

Insurance Claims Receivable – As noted in “Note 2 – Investment in Hotel Properties,” we recorded an insurance claim receivable due to the property damage that occurred at several of our hotel properties as a result of Hurricane Sandy in October 2012. This claim was settled in June 2014, and we received our final claim payment in July 2014 in the amount of \$2,498. The remaining balance in insurance claims receivable as of December 31, 2014 is comprised of claims that arose from property damage at hotel properties as a result of other events.

Deferred Tax Asset - We have approximately \$11,448 of net deferred tax assets as of December 31, 2014. We have considered various factors, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies in determining a valuation allowance for our deferred tax assets, and we believe that it is more likely than not that we will be able to realize the \$11,448 of net deferred tax assets in the future.

#### Deposits on Hotel Acquisitions

As of December 31, 2014, we had no deposits on hotel acquisitions. As of December 31, 2013, deposits on hotel acquisitions consisted of \$15,486 in interest bearing deposits related to the acquisition of the Hilton Garden Inn 52nd Street, New York, NY and \$3,100 in non-interest bearing deposits related to the acquisition of the Hotel Milo, located in Santa Barbara, California. The acquisition of the Hotel Milo closed in the first quarter and the Hilton Garden Inn 52nd Street closed in the second quarter of 2014. See “Note 2 – Investment In Hotel Properties” for more information.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012

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NOTE 5 – DEBT

Mortgages

We had total mortgages payable at December 31, 2014 and December 31, 2013 of \$617,375 and \$617,788 (including \$45,835 in outstanding mortgage indebtedness related to assets held for sale at December 31, 2013), respectively. These balances consisted of mortgages with fixed and variable interest rates, which ranged from 2.47% to 6.50% as of December 31, 2014. Included in these balances are net premiums of \$1,584 and \$2,466 as of December 31, 2014 and December 31, 2013, respectively, which are amortized over the remaining life of the loans. Aggregate interest expense incurred under the mortgage loans payable totaled \$31,046, \$34,854, and \$38,343 during the years ended December 31, 2014, 2013, and 2012, respectively.

Our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, non-recourse financing arrangements. Our mortgage loans payable typically require that specified debt service coverage ratios be maintained with respect to the financed properties before we can exercise certain rights under the loan agreements relating to such properties. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. We have determined that certain debt service coverage ratio covenants contained in the loan agreements securing four of our hotel properties were not met as of December 31, 2014. Pursuant to these loan agreements, the lender has elected to escrow the operating cash flow for a number of these properties. However, these covenants do not constitute an event of default for these loans.

As of December 31, 2014, the maturity dates for the outstanding mortgage loans ranged from January 2015 to April 2023.

Subordinated Notes Payable

We have two junior subordinated notes payable in the aggregate amount of \$51,548 to the Hersha Statutory Trusts pursuant to indenture agreements which will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, prior to maturity in accordance with the provisions of the indenture agreements. The \$25,774 notes issued to

Hersha Statutory Trust I and Hersha Statutory Trust II, bear interest at a variable rate of LIBOR plus 3% per annum. This rate resets two business days prior to each quarterly payment. The weighted average interest rate on our two junior subordinated notes payable during the years ended December 31, 2014, 2013, and 2012 was 3.28%, 3.32%, and 3.51%, respectively. Interest expense in the amount of \$1,690, \$1,712, and \$1,810 was recorded for the years ended December 31, 2014, 2013, and 2012, respectively.

#### Credit Facilities

On February 28, 2014, we entered into a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provides for a \$500,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$250,000 senior unsecured term loan. This new facility amended and restated the existing \$400,000 senior unsecured credit facility. The \$500,000 unsecured credit facility expires on February 28, 2018 and, provided no event of default has occurred, we may request that the lenders renew the credit facility for an additional one-year period. The credit facility is also expandable to \$850,000 at our request, subject to the satisfaction of certain conditions.

Prior to February 28, 2014, we maintained a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provided for a \$400,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$150,000 senior unsecured term loan.



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 5 – DEBT (CONTINUED)

The amount that we can borrow at any given time on our credit facility is governed by certain operating metrics of designated unencumbered hotel properties known as borrowing base assets. As of December 31, 2014, the following hotel properties were borrowing base assets:

- Holiday Inn Express, Cambridge, MA
- Holiday Inn, Wall Street, NY
- Holiday Inn Express, Times Square, NY
- Residence Inn, Norwood, MA
- Residence Inn, Framingham, MA
- Sheraton, Wilmington South, DE
- Sheraton Hotel, JFK Airport, New York, NY
- Candlewood Suites, Times Square, NY
- Hampton Inn, Times Square, NY
- Winter Haven, Miami, FL
- Hampton Inn, Pearl Street, NY
- Residence Inn, Greenbelt, MD
- Hampton Inn, Philadelphia, PA
- Hampton Inn, Washington, DC
- Hyatt Place, King of Prussia, PA
- Nu Hotel, Brooklyn, NY
- The Rittenhouse Hotel, Philadelphia, PA
- The Boxer, Boston, MA
- Holiday Inn Express (Water Street), New York, NY
- Courtyard, San Diego, CA
- Residence Inn, Coconut Grove, FL
- Blue Moon, Miami, FL
- Parrot Key Resort, Key West, FL

The interest rate for the \$500,000 unsecured credit facility is based on a pricing grid with a range of one month U.S. LIBOR plus 1.70% to 2.45% for the revolving line of credit and 1.60% to 2.35% for the unsecured term loan.

As of December 31, 2014, we had borrowed \$250,000 in unsecured term loans under the unsecured credit facility, \$150,000 for which we had entered into interest rate swaps which effectively fix the interest rate on these term loans at a blended rate of 3.217%. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information.

The credit agreement providing for the \$500,000 unsecured credit facility includes certain financial covenants and requires that we maintain: (1) a minimum tangible net worth of \$803,711, which is calculated by adding back accumulated depreciation to the recorded value of our investment in hotel properties and subtracting certain intangible assets and debt and is subject to increases under certain circumstances; (2) annual distributions not to exceed 95% of adjusted funds from operations; and (3) certain financial ratios, including the following:

- a fixed charge coverage ratio of not less than 1.45 to 1.00, which increases to 1.50 to 1.00 as of January 1, 2016;
- a maximum leverage ratio of not more than 60%; and
- a maximum secured debt leverage ratio of 50%, which decreases to 45% as of January 1, 2016

The Company is in compliance with each of the covenants listed above as of December 31, 2014. As of December 31, 2014, our remaining borrowing capacity under the \$500,000 unsecured credit facility was \$245,745, based on the borrowing base assets at December 31, 2014.

As of December 31, 2014, the outstanding unsecured term loan balance under the \$500,000 unsecured credit facility was \$250,000 and we had outstanding borrowings of \$0 on the revolving line of credit. As of December 31, 2013, the outstanding unsecured term loan under the prior \$400,000 unsecured credit facility was \$150,000 and the revolving line of credit had no balance outstanding.

The Company recorded interest expense of \$6,218, \$5,413, and \$2,405 related to borrowings drawn on each of the aforementioned credit facilities, for the years ended December 31, 2014, 2013, and 2012, respectively. The weighted average interest rate on our credit facilities was 2.82%, 3.08%, and 4.57% for the years ended December 31, 2014, 2013, and 2012, respectively.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## NOTE 5 – DEBT (CONTINUED)

Aggregate annual principal payments for the Company's credit facility and mortgages and subordinated notes payable for the five years following December 31, 2015 and thereafter are as follows:

Year Ending December 31,	Amount
2015	\$ 69,063
2016	273,824
2017	204,219
2018	1,564
2019	294,892
Thereafter	73,777
Net Unamortized Premium	1,584
	\$ 918,923

## Capitalized Interest

We utilize mortgage debt and our \$500,000 revolving credit facility to finance on-going capital improvement projects at our hotels. Interest incurred on mortgages and the revolving credit facility that relates to our capital improvement projects is capitalized through the date when the assets are placed in service. For the years ended December 31, 2014, 2013, and 2012, we capitalized \$458, \$1,320, and \$1,542 respectively, of interest expense related to these projects.

## Deferred Financing Costs

Costs associated with entering into mortgages and notes payable and our revolving line of credit are deferred and amortized over the life of the debt instruments. Amortization of deferred financing costs is recorded in interest expense. As of December 31, 2014, deferred costs were \$8,605, net of accumulated amortization of \$6,938. Amortization of deferred costs for the years ended December 31, 2014, 2013, and 2012 was \$2,768, \$2,886, and

\$2,991 respectively.

#### Debt Payoff

On October 27, 2014, we repaid \$10,179 on our mortgage with Berkadia Commercial Mortgage, LLC for the Residence Inn, Greenbelt, MD property. The loan was due to mature in October 2014, and we incurred no loss on debt extinguishment in paying off the loan.

On June 30, 2013, we repaid \$7,928 on our mortgage with Berkadia Commercial Mortgage, LLC for the Residence Inn, Tysons Corner, VA property. The loan was due to mature in July 2013, and we incurred no loss on debt extinguishment in paying off the loan.

On January 3, 2013, we funded an additional \$50,000 in unsecured term loan borrowings under our then \$400,000 unsecured credit facility which was used to pay off the balance of the mortgage loan secured by the Holiday Inn Express, Times Square, New York, NY on January 7, 2013. This mortgage was also subject to an interest rate swap, which was terminated as a cash flow hedge as of December 31, 2012 due to this payoff. As a result of this payoff, we expensed \$261 in unamortized deferred financing costs and fees, which are included in the Loss on Debt Extinguishment caption of the consolidated statements of operations for the year ended December 31, 2013. Due to the timing of this transaction, the hedge relationship on our interest rate swap was derecognized as of December 31, 2012. Therefore, the accumulated other comprehensive loss on this swap as of December 31, 2012, was reclassified to income and we recorded \$530 in the Loss on Debt Extinguishment on the statement of operations for the year ended December 31, 2012.

As previously mentioned, we replaced our previous \$250,000 secured credit facility with a new \$400,000 unsecured credit facility with Citigroup Global Markets Inc. and various other lenders on November 5, 2012. Concurrently with this closing, we funded \$100,000 in unsecured term loan borrowings. These borrowings were used to pay off in full the balance on seven mortgage loans on hotel properties. As a result of terminating our previous \$250,000 secured credit facility and extinguishing the debt on these seven properties, we expensed \$2,410 in unamortized deferred financing costs and fees, which are included in the Loss of Debt Extinguishment caption on the consolidated statements of operations for the year ended December 31, 2012.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 5 – DEBT (CONTINUED)

New Debt/Refinance

On November 13, 2014, we repaid outstanding mortgage debt on with an original principal balance of \$32,000 secured by the Hilton Garden Inn, Tribeca, NY and simultaneously entered into a new mortgage obligation of \$46,500 with a new lender. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 2.30% and matures on November 1, 2019.

As previously mentioned, we refinanced our previous \$400,000 unsecured credit facility with a \$500,000 unsecured credit facility with Citigroup Global Markets Inc. and various other lenders on February 28, 2014. As a result of this refinance, we expensed \$579 in unamortized deferred financing costs and fees, which are included in the Loss on Debt Extinguishment caption of the consolidated statements of operations for the year ended December 31, 2014.

On January, 31, 2014, we paid down \$5,175 of the outstanding debt and modified the mortgage loan on the Duane Street Hotel, New York, NY. As a result, we entered into a \$9,500 loan with a maturity date of February 1, 2017. The modified loan bears interest at a variable rate of one month U.S. dollar LIBOR plus 4.50%. The modification also includes an interest rate swap, which effectively fixes the interest rate at 5.433%. As a result of this modification, we expensed \$91 in unamortized deferred financial costs and fees during the year ended December 31, 2014.

On April 24, 2013, we modified the \$30,000 mortgage loan on the Courtyard by Marriott, Westside, Los Angeles, CA. The modified loan bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.00%, and matures on September 29, 2017. The modification also contains an option for the Company to advance \$5,000 in principal subject to certain conditions, including there being no event of default and compliance with debt service coverage ratio requirements. As a result of this modification, we incurred a loss on debt extinguishment of \$284. This modification did not change the terms of the interest rate swap that we entered into in 2011, which had effectively fixed the interest at 4.947%, and now effectively fixes the interest at 4.10% through September 29, 2015. After the maturity date of the swap, the loan will bear interest at the stated variable rate of one-month U.S. dollar LIBOR plus 3.00%, with a LIBOR floor of 0.75%. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information.

On May 23, 2012, we repaid outstanding mortgage debt with an original principal balance of \$22,000 secured by the Hotel 373, Fifth Avenue, NY, and on May 24, 2012 entered into a new mortgage obligation of \$19,000, incurring a loss on debt extinguishment of approximately \$66. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.85% and matures on June 1, 2017. In conjunction with this refinance, we entered into an interest rate cap that matures on June 1, 2015 that effectively limits interest to 5.85% per annum.

On May 9, 2012, we repaid outstanding mortgage debt with a principal balance of \$29,730 secured by the Courtyard by Marriott, Miami, FL. On July 2, 2012, we entered into a new mortgage with an initial obligation of \$45,000, with three additional draws of \$5,000 every 90 days to fund the construction of the new oceanfront tower as described in “Note 2 – Investment in Hotel Properties”. The new mortgage debt bears interest at a variable rate of one month U.S. LIBOR plus 3.50% and matures on July 1, 2016. Also on July 2, 2012, we entered into an interest rate cap that effectively limits interest to 4.32% per annum.

On January 31, 2012, we repaid outstanding mortgage debt with an original principal balance of \$32,500 secured by the Capitol Hill Suites, Washington, D.C., incurring a loss on debt extinguishment of approximately \$7 and simultaneously entered into a new mortgage obligation of \$27,500. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.25% and matures on February 1, 2015. On the same date, we entered into an interest rate swap that effectively fixes the interest at 3.79% per annum.

As a result of our acquisition of Metro 29th, first mortgage debt with a principal balance of \$54,602 secured by the Holiday Inn Express, New York, NY is included on our consolidated balance sheet. This debt bears interest at a fixed rate of 6.50% and matures on November 5, 2016. In addition, we consolidated mezzanine debt with a principal balance of \$15,000. We repaid this mezzanine debt on June 29, 2012 and incurred a loss on debt extinguishment of approximately \$176.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS

Management Agreements

Our wholly-owned taxable REIT subsidiary ("TRS"), 44 New England, engages eligible independent contractors in accordance with the requirements for qualification as a REIT under the internal revenue code of 1986, as amended, including HHMLP, as the property managers for hotels it leases from us pursuant to management agreements. HHMLP is owned, in part, by certain executives and trustees of the Company. Our management agreements with HHMLP provide for five-year terms and are subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, HHMLP must qualify as an "eligible independent contractor" during the term of the management agreements. Under the management agreements, HHMLP generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by HHMLP in performing its authorized duties are reimbursed or borne by our TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. HHMLP is not obligated to advance any of its own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel. Management agreements with other unaffiliated hotel management companies have similar terms.

For its services, HHMLP receives a base management fee and, if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotels. For the years ended December 31, 2014, 2013, and 2012, base management fees incurred totaled \$12,263, \$11,713, and \$10,781 respectively, and are recorded as Hotel Operating Expenses. For the years ended December 31, 2014, 2013, and 2012, we did not incur incentive management fees.

Franchise Agreements

Our branded hotel properties are operated under franchise agreements assumed by the hotel property lessee. The franchise agreements have 10 to 20 year terms, but may be terminated by either the franchisee or franchisor on certain anniversary dates specified in the agreements. The franchise agreements require annual payments for franchise royalties, reservation, and advertising services, and such payments are based upon percentages of gross room revenue.

These payments are paid by the hotels and charged to expense as incurred. Franchise fee expense for the years ended December 31, 2014, 2013, and 2012 were \$26,015, \$26,247, and \$24,278 respectively, and are recorded in Hotel Operating Expenses. The initial fees incurred to enter into the franchise agreements are amortized over the life of the franchise agreements.

#### Accounting and Information Technology Fees

Each of the wholly-owned hotels and consolidated joint venture hotel properties managed by HHMLP incurs a monthly accounting and information technology fee. Monthly fees for accounting services are between \$2 and \$3 per property and monthly information technology fees range from \$1 to \$2 per property. For the years ended December 31, 2014, 2013, and 2012, the Company incurred accounting fees of \$1,410, \$1,739, and \$1,741 respectively. For the years ended December 31, 2014, 2013, and 2012, the Company incurred information technology fees of \$416, \$510, and \$509 respectively. Accounting fees and information technology fees are included in Hotel Operating Expenses.

#### Capital Expenditure Fees

HHMLP charges a 5% fee on all capital expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the years ended December 31, 2014, 2013, and 2012, we incurred fees of \$742, \$1,459, and \$1,076 respectively, which were capitalized with the cost of fixed asset additions.



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Acquisitions from Affiliates

We have entered into an option agreement with each of our officers and certain trustees such that we obtain a right of first refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of the Company. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are approved by the Acquisition Committee.

Hotel Supplies

For the years ended December 31, 2014, 2013, and 2012, we incurred charges for hotel supplies of \$163, \$222, and \$149 respectively. For the years ended December 31, 2014, 2013, and 2012, we incurred charges for capital expenditure purchases of \$10,610, \$19,783, and \$11,809 respectively. These purchases were made from Hersha Purchasing and Design, a hotel supply company owned, in part, by certain executives and trustees of the Company. Hotel supplies are expensed and included in Hotel Operating Expenses on our consolidated statements of operations, and capital expenditure purchases are included in investment in hotel properties on our consolidated balance sheets. Approximately \$2 is included in accounts payable at December 31, 2014 and December 31, 2013, respectively.

Due From Related Parties

The due from related parties balance as of December 31, 2014 and December 31, 2013 was approximately \$6,580 and \$11,124, respectively. The balances primarily consisted of working capital deposits made to Hersha affiliates.

Due to Related Parties

The balance due to related parties as of December 31, 2014 and December 31, 2013 was approximately \$7,203 and \$4,815, respectively. The balances consisted of amounts payable to HHMLP for administrative, management, and benefit related fees.

#### Hotel Ground Rent

For the years ended December 31, 2014, 2013, and 2012 we incurred \$2,433, \$985, and \$835 respectively, of rent expense payable pursuant to ground leases related to certain hotel properties.

Future minimum lease payments (without reflecting future applicable Consumer Price Index increases) under these agreements are as follows:

Year Ending December 31,	Amount
2015	\$ 2,342
2016	2,374
2017	2,374
2018	2,374
2019	2,374
Thereafter	229,028
	\$ 240,866

#### Contingent Consideration

As noted in “Note 2 – Investment in Hotel Properties”, the purchase agreement for the acquisition of the Parrot Key Resort in Key West, FL, contains a provision that entitles the seller to additional consideration of \$2,000 contingent upon the hotel achieving certain net operating income thresholds within twelve months of acquisition. Since the time of acquisition and upon measurement at December 31, 2014, a liability of \$2,000 was recorded as the fair value of the contingent consideration was determined to be \$2,000. The maximum cash payment under this arrangement is \$2,000 in 2015.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Litigation

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS

Fair Value Measurements

Our determination of fair value measurements are based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, we utilize a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liabilities, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

As of December 31, 2014, the Company's derivative instruments represented the only financial instruments measured at fair value. Currently, the Company uses derivative instruments, such as interest rate swaps and caps, to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its

derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and the counterparties. However, as of December 31, 2014 we have assessed the significance of the effect of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

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## NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

## Derivative Instruments

Hedged Debt	Type	Strike Rate	Index	Effective Date	Maturity Date	Notional Amount	Estimated Fair Value	
							December 31, 2014	December 31, 2013
Courtyard, LA Westside, Culver City, LA	Swap	1.097%	1-Month LIBOR + 3.85%	September 29, 2011	September 29, 2015	\$ 30,000	\$ (174)	\$ (374)
Capitol Hill Hotel, Washington, DC	Swap	0.540%	1-Month LIBOR + 3.25%	February 1, 2012	February 1, 2015	26,639	(8)	(88)
Hotel 373, New York, NY *	Cap	2.000%	1-Month LIBOR + 3.85%	May 24, 2012	June 1, 2015	18,356	-	1
Courtyard, Miami, FL	Swap	0.820%	1-Month LIBOR + 3.50%	July 2, 2012	July 1, 2016	60,000	(218)	(354)
Subordinated Notes Payable	Cap	2.000%	1-Month LIBOR + 3.00%	July 30, 2012	July 30, 2014	51,548	-	-
Unsecured Term Loan	Swap	0.545%	1-Month LIBOR + 2.40%	November 5, 2012	November 5, 2016	100,000	272	430
Unsecured Term Loan	Swap	0.600%	1-Month LIBOR + 2.40%	December 18, 2012	November 5, 2016	50,000	85	137

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Hyatt, Union Square, New York, NY	Cap	2.000%	1-Month LIBOR + 4.19%	April 9, 2013	April 9, 2016	55,000	9	76
Duane Street Hotel, New York, NY	Swap	0.933%	1-Month LIBOR + 4.50%	February 1, 2014	February 1, 2017	9,352	(29)	-
Hilton Garden Inn 52nd Street, New York, NY	Cap	1.100%	1-Month LIBOR + 2.90%	May 27, 2014	June 1, 2015	45,000	-	-
Hilton Garden Inn 52nd Street, New York, NY	Swap	1.152%	1-Month LIBOR + 2.90%	June 1, 2015	February 21, 2017	45,000	(149)	-
							\$ (212)	\$ (172)

\*On April 30, 2014, we sold Hotel 373, New York, NY, and therefore, terminated the interest rate cap associated with the mortgage on this property. As a result of this termination, we expensed \$55 in fees, which are included in the gain on disposition of hotel properties.

On January 31, 2014, we entered into an interest rate swap that effectively fixes interest payments at 5.433% on a variable rate mortgage on the Duane Street Hotel. See "Note 5 – Debt" for more information on the interest rate swap.

On May 27, 2014, we entered into an interest rate cap that effectively fixes interest payments when 1 month-U.S. dollar LIBOR exceeds 1.10% on a variable rate mortgage on the Hilton Garden Inn 52nd Street, New York, NY. The notional amount of the interest rate cap is \$45,000 and equals the principal of the variable rate mortgage being hedged. This interest rate cap matures on June 1, 2015. Upon maturity of the interest rate cap, an interest rate swap will go into effect that effectively fixes the interest payment at 4.052%.

The fair value of certain swaps and our interest rate caps is included in other assets at December 31, 2014 and December 31, 2013 and the fair value of certain of our interest rate swaps is included in accounts payable, accrued expenses and other liabilities at December 31, 2014 and December 31, 2013.

The net change in fair value of derivative instruments designated as cash flow hedges was a gain of \$18 and a gain of \$1,410, and a loss of \$635 for the years ended December 31, 2014, 2013, and 2012, respectively. These unrealized gains and losses were reflected on our consolidated balance sheet in accumulated other comprehensive income.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate derivative. The change in net unrealized gains/losses on cash flow hedges reflects a reclassification of \$1,509 of net unrealized gains/losses from accumulated

other comprehensive income as an increase to interest expense during 2014. During 2015, the Company estimates that an additional \$1,113 will be reclassified as an increase to interest expense.



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NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

Fair Value of Debt

The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of the debt obligation with similar credit policies. Credit spreads take into consideration general market conditions and maturity. The inputs utilized in estimating the fair value of debt are classified in Level 2 of the fair value hierarchy. As of December 31, 2014, the carrying value and estimated fair value of the Company's debt were \$918,923 and \$916,877, respectively. As of December 31, 2013, the carrying value and estimated fair value of the Company's debt were \$819,336 and \$828,974, respectively.

Impaired Hotel Property

As discussed in "Note 12-Discontinued Operations," the Company recorded an impairment loss for the year ended December 31, 2013 of approximately \$3,723 for the Holiday Inn Express Camp Springs, MD for which the anticipated net proceeds from the sale of the hotel did not exceed the carrying value. The fair value of the hotel was estimated using level 2 inputs.

As discussed in "Note 12-Discontinued Operations," the Company recorded an impairment loss for the year ended December 31, 2013 of approximately \$6,591 for the non-core hotel portfolio the Company was under contract to sell for which the anticipated net proceeds did not exceed the carrying value. The fair value of the non-core hotel portfolio was estimated using level 2 inputs.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## NOTE 8 – SHARE BASED PAYMENTS

In May 2011, the Company established and our shareholders approved the Hersha Hospitality Trust 2012 Equity Incentive Plan (the “2012 Plan”) for the purpose of attracting and retaining executive officers, employees, trustees and other persons and entities that provide services to the Company.

## Executives &amp; Employees

## Annual Long Term Equity Incentive Programs

To further align the interests of the Company’s executives with those of shareholders, the Compensation Committee grants annual long term equity incentive awards that are both “performance based” and “time based.” The following table is a summary of all share awards issued to executives under the Annual LTIPs:

Original Issuance Date	Shares Issued	Share Price on date of grant	Vesting Period	Vesting Schedule	Shares Vested (2)		Unearned Compensation (2)	
					December 23, 2014	December 31, 2013	December 31, 2014	December 31, 2013
March 21, 2014 (2013 Annual LTIP)	447,959	\$ 5.80	3 years	25%/year (1)	111,988	-	\$ -	\$ -
March 20, 2013 (2012 Annual LTIP)	779,045	\$ 5.95	3 years	25%/year (1)	389,520	389,520	-	1,039

(2011 Annual LTIP)	748,927	\$ 5.45	3 years	25%/year (1)	561,694	561,694	-	266
					1,063,202	951,214	\$ -	\$ 1,305

(1)25% of the issued shares vested immediately upon issuance. In general, the remaining shares vest 25% on the first through third anniversaries of the date of effective issuance (subject to continuous employment through the applicable vesting date).

(2)All of the unvested shares issued as part of the Annual LTIP plans noted above were forfeited on December 23, 2014, and concurrently issued as LTIP Units. See below for more information.

Stock based compensation expense related to the Annual LTIP Plans of \$2,987, \$3,762, and \$3,925 was incurred during the years ended December 31, 2014, 2013, and 2012, respectively. Unearned compensation related to the Annual LTIPs as of December 31, 2014 and December 31, 2013 was \$0 and \$1,305, respectively.

#### LTIP Units

On December 23, 2014, the 2012 Plan was amended and restated to add LTIP Units as a type of award available under the 2012 Plan. On this date, the Compensation Committee approved an aggregate of 1,948,324 LTIP Units to certain executive officers. These executive officers forfeited an aggregate of 1,948,324 Class A Common Shares, all of which were unvested as of the grant date of the LTIP Units and previously awarded to the executive officers under the 2012 Plan as restricted stock awards. The LTIP Units granted on December 23, 2014 are subject to the same time-based vesting conditions that applied to the forfeited restricted stock awards.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

The following table is a summary of the LTIP Units issued to executive officers as of December 31, 2014.:

Issuance Date	LTIP Units Issued	Vesting Period	Vesting Schedule	December 31, 2014	
				Units Vested	Unearned Compensation
December 23, 2014 (2013 Annual LTIP)	335,972	3 years	25%/year (1)	111,991	\$ 582
December 23, 2014 (2012 Annual LTIP)	389,524	3 years	25%/year (1)	194,761	309
December 23, 2014 (2011 Annual LTIP)	187,233	3 years	25%/year (1)	187,233	-
December 23, 2014	1,035,595	5 years	33% Year 3, 4, 5	-	2,650
	1,948,324		(2)	493,985	\$ 3,541

(1)As noted above, the vesting schedule for each of the Annual LTIP Plans remains intact with the conversion to LTIP Units.

(2)On April 18, 2012, the Company entered into amended and restated employment agreements with the Company's executive officers. To induce the executives to agree to the substantial reduction in benefits upon certain terminations following a change of control as described in the agreements, the Company awarded an aggregate of 1,035,595 restricted common shares to the executives pursuant to the 2012 Plan. None of these restricted common shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted common shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. Vesting will accelerate upon a change of control or if the relevant executive's employment with the Company were to terminate for any reason other than for cause (as defined in the agreements).

## Multi-Year LTIP

On April 11, 2014, the Compensation Committee approved the 2014 Multi-Year LTIP. The common shares issuable under this program are based on the Company's achievement of a certain level of (1) absolute total shareholder return (37.50% of the award), (2) relative total shareholder return as compared to the Company's peer group (37.50% of the award), and (3) relative growth in revenue per available room compared to the Company's peer group (25% of the award). This program has a three-year performance period which commenced on January 1, 2014 and ends December 31, 2016. As of December 31, 2014 no common shares have been issued in accordance with the 2014 Plan to the executive officers in settlement of 2014 Multi-Year LTIP awards.

On April 15, 2013, the Compensation Committee approved the 2013 Multi-Year LTIP. The common shares issuable under this program are based on the Company's achievement of a certain level of (1) absolute total shareholder return (50% of the award), (2) relative total shareholder return as compared to the Company's peer group (25% of the award), and (3) relative growth in revenue per available room compared to the Company's peer group (25% of the award). This program has a three year performance period which commenced on January 1, 2013 and ends December 31, 2015. As of December 31, 2014 no common shares have been issued in accordance with the 2013 Plan to the executive officers in settlement of 2013 Multi-Year LTIP awards.

The Company accounts for the total shareholder return components of these grants as market-based awards where the Company estimates unearned compensation at the grant date fair value which is then amortized into compensation cost over the vesting period of each individual plan. The Company accounts for the RevPAR component of the grants as performance-based awards.

Stock based compensation expense of \$598, \$3,481 and \$3,192 was recorded for the years ended December 31, 2014, 2013, and 2012, respectively, for the Multi-Year LTIPs. Unearned compensation related to the Multi Year LTIPs as of December 31, 2014 and December 31, 2013, respectively, was \$1,621 and \$1,157.

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## NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

## Restricted Share Awards

In addition to stock based compensation expense related to awards under the Multi-Year LTIPs and Annual LTIPs, stock based compensation expense related to restricted common shares issued to executives and employees of the Company of \$1,495, \$1,618, and \$1,911 was incurred during the years ended December 31, 2014, 2013, and 2012 respectively. Unearned compensation related to the restricted share awards as of December 31, 2014 and December 31, 2013 was \$322 and \$4,102, respectively. The following table is a summary of all unvested share awards issued to executives under the 2012 Plan and prior

equity incentive plans:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
July 15, 2014	52,077	6.75	2 years	50% /year	6,126	-	177	-
June 23, 2014	4,411	6.50	2 years	50% /year	-	-	20	-
March 24, 2014	8,184	5.69	2 years	50% /year	4,091	-	10	-
February 13, 2014	1,846	5.44	2 years	50% /year	923	-	2	-
September 20, 2013	4,605	5.52	2-4 years	25-50% /year	4,605	-	-	19
June 28, 2013	48,600	5.64	2-4 years	25-50% /year	22,895	-	69	199
June 29, 2012	52,703	5.28	2-4 years	25-50% /year	44,967	22,480	36	110
April 18, 2012	1,035,595	5.47	5 years	33% Year 3, 4, 5 (1)	-	-	-	3,746

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June 30, 2011	17,692	5.57	2-4 years	25-50% /year	13,804	9,919	8	28
Total	1,225,713				97,411	32,399	\$ 322	\$ 4,102

(1)As noted above, the unvested shares associated with this issuance were forfeited and immediately issued as LTIP Units on December 23, 2014. The historical information pertaining to the unvested shares before the conversion is shown this table.

Trustees

Annual Retainer

The Compensation Committee approved a program that allows the Company's trustees to make a voluntary election to receive any portion of the annual cash retainer in the form of common equity valued at a 25% premium to the cash that would have been received. On December 30, 2014, we issued 12,860 shares which do not fully vest until December 31, 2015. Compensation expense incurred for the years ended December 31, 2014, 2013, and 2012, respectively, was \$220, \$160, and \$66.

The following table is a summary of all unvested share awards issued to trustees in lieu of annual cash retainer:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Unearned Compensation	
					December 31, 2014	December 31, 2013
December 30, 2014	12,860	\$ 7.25	1 year	100%	\$ 93	\$ -
December 27, 2013	39,133	5.63	1 year	100%	-	220
Total	51,993				93	220

Multi-Year Long-Term Equity Incentives

Compensation expense for the multi-year long term incentive plans for the Company's trustees incurred for the years ended December 31, 2014, 2013, and 2012, respectively, was \$71, \$55, and \$43. Unearned compensation related to

the multi-year long term equity incentives was \$127 and \$124 as of December 31, 2014 and December 31, 2013, respectively.



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## NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

The following table is a summary of all unvested share awards issued to trustees under the 2012 Plan and prior to equity incentive plans:

Original Issuance Date	Shares Issued	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
				December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
December 30, 2014	10,000	3 years	33% /year	-	-	\$ 73	\$ -
December 27, 2013	12,000	3 years	33% /year	5,335	-	38	67
December 28, 2012	12,000	3 years	33% /year	8,670	4,002	16	39
June 5, 2012	10,800	3 years	33% /year	10,800	7,200	-	18
				24,805	11,202	\$ 127	\$ 124

## Share Awards

Compensation expense related to share awards issued to the Board of Trustees of \$457, \$496 and \$402 was incurred during the years ended December 31, 2014, 2013, and 2012, respectively and is recorded in general and administrative expense on the statement of operations. Share awards issued to the Board of Trustees are immediately vested. On June 23, 2014 an aggregate 47,475 shares were issued to the Board of Trustees at a price per share on the date of grant of \$6.50. On December 30, 2014, an aggregate 20,500 shares were issued to the Board of Trustees at a price per share on the date of grant of \$7.25.

## Non-employees

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The Company issues share based awards as compensation to non-employees for services provided to the Company consisting primarily of restricted common shares. The Company recorded stock based compensation expense of \$200, \$174, and \$139 for the years ended December 31, 2014, 2013, and 2012, respectively. Unearned compensation related to the restricted share awards as of December 31, 2014 and December 31, 2013 was \$81 and \$81, respectively. The following table is a summary of all unvested share awards issued to non-employees under the Company's 2008 Equity Incentive Plan and the 2012 Plan:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
March 24, 2014	30,000	\$ 5.69	2 years	50% /year	15,000	-	\$ 81	\$ -
February 1, 2013	30,000	\$ 5.41	2 years	50% /year	30,000	14,999	-	81
Total	60,000				45,000	14,999	\$ 81	\$ 81



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## NOTE 9 – EARNINGS PER SHARE

The following table is a reconciliation of the income or loss (numerator) and the weighted average shares (denominator) used in the calculation of basic and diluted earnings per common share. The computation of basic and diluted earnings per share is presented below.

	For the Year Ended December 31,		
	2014	2013	2012
<b>NUMERATOR:</b>			
Basic and Diluted*			
Income from Continuing Operations	\$ 69,936	\$ 20,753	\$ 7,498
(Income) Loss from Continuing Operations allocated to Noncontrolling Interests	(1,069)	658	703
Distributions to Preferred Shareholders	(14,356)	(14,611)	(14,000)
Dividends Paid on Unvested Restricted Shares and LTIP Units	(515)	(804)	(459)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Stock	-	(2,250)	-
Income (Loss) from Continuing Operations attributable to Common Shareholders	53,996	3,746	(6,258)
Discontinued Operations			
(Loss) Income from Discontinued Operations	(1,665)	29,195	14,720
Loss (Income) from Discontinued Operations allocated to Noncontrolling Interests	53	(993)	(545)
(Loss) from Discontinued Operations attributable to Common Shareholders	(1,612)	28,202	14,175
Net Income attributable to Common Shareholders	\$ 52,384	\$ 31,948	\$ 7,917
<b>DENOMINATOR:</b>			
Weighted average number of common shares - basic	199,109,209	198,390,450	187,415,270

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Effect of dilutive securities:

Restricted Stock Awards (unvested)	1,358,603	2,384,165	-	*
Contingently Issued Shares	729,498	1,143,562	-	*
Weighted average number of common shares - diluted	201,197,310	201,918,177	187,415,270	

\*Income (loss) allocated to noncontrolling interest in Hersha Hospitality Limited Partnership has been excluded from the numerator and units of limited partnership interest in Hersha Hospitality Limited Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

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## NOTE 9 – EARNINGS PER SHARE (CONTINUED)

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	For the Year Ended December 31,		
	2014	2013	2012
Common Units	6,909,649	6,968,035	7,208,123
LTIP Units	32,711	-	-
Unvested Stock Awards Outstanding	-	-	433,097
Contingently Issuable Share Awards	-	-	2,778,545
Options to Acquire Common Shares Outstanding	-	-	275,580
Total potentially dilutive securities excluded from the denominator	6,942,360	6,968,035	10,695,345



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## NOTE 10 – CASH FLOW DISCLOSURES AND NON CASH INVESTING AND FINANCING ACTIVITIES

Interest paid during 2014, 2013, and 2012 totaled \$40,760, \$42,984, and \$41,744 respectively. The following non-cash investing and financing activities occurred during 2014, 2013 and 2012:

	2014	2013	2012
Common Shares issued as part of the Dividend Reinvestment Plan	\$ 50	\$ 38	\$ 24
Acquisition of hotel properties:			
Debt assumed	24,924	-	85,913
Development loan accrued interest revenue receivable paid in-kind by adding balance to development loan principal	-	-	678
Settlement of development loan receivable principal and accrued interest revenue receivable	22,494	13,303	-
Disposition of hotel properties:			
Investment in hotel properties, net, conveyed to mortgage lender	-	-	1,938
Debt conveyed to mortgage lender	-	-	2,940
Debt assumed by purchaser	45,710	-	54,217
Conversion of Common Units to Common Shares	72	106	572
Reallocation of noncontrolling interest	-	-	(966)
Accrued payables for fixed assets placed into service	1,312	2,572	-





## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## NOTE 11 – HOTEL DISPOSITIONS

Effective January 1, 2014, we early adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. This amendment defines discontinued operations as a component of an entity that represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. As a result of the early adoption of ASU Update No. 2014-08, we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

For transactions that have been classified as held for sale or as discontinued operations for periods prior to our adoption of ASU Update No. 2014-08, we will continue to present the operating results as discontinued operations in the statements of operations for all applicable periods presented.

## Disposed Assets

Hotel	Acquisition Date	Disposition Date	Consideration	Gain on Disposition	
Hotel 373	June 2007	April 2014	\$ 37,000	\$ 7,195	
2014 Total				\$ 7,195	(1)
Non-Core Portfolio II (12)	January 1999 - July 2010	December 2013	\$ 158,600	\$ 31,559	(2)
Holiday Inn Express, Camp Springs, MD	June 2008	September 2013	8,500	120	(3)
Comfort Inn, Harrisburg, PA	January 1999	June 2013	3,700	442	
2013 Total				32,121	
Non-Core Hotel Portfolio (18)					