

Pebblebrook Hotel Trust
Form 8-K
June 22, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 22, 2012 (June 19, 2012)

PEBBLEBROOK HOTEL TRUST
(Exact name of Registrant as specified in its charter)

Maryland (State or Other Jurisdiction of Incorporation or Organization)	001-34571 (Commission File Number)	27-1055421 (I.R.S. Employer Identification No.)
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2 Bethesda Metro Center, Suite 1530

Bethesda, MD 20814
(Address of principal executive offices) (Zip code)

(240) 507-1300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On June 19, 2012, Pebblebrook Hotel Trust (the “Company”) and its operating partnership, Pebblebrook Hotel, L.P., entered into an underwriting agreement (the “Underwriting Agreement”) with Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Raymond James & Associates Inc., as the representatives of the several underwriters named on Schedule A therein, relating to the issuance and sale of 4,500,000 of the Company’s common shares of beneficial interest, par value \$0.01 per share (the “Common Shares”), at a public offering price of \$22.10 per share, less an underwriting discount of \$0.884 per share (the “Common Shares Offering”). The Underwriting Agreement provided a 30-day option to the underwriters to purchase up to an additional 675,000 Common Shares on the same terms. The underwriters exercised this option in full on June 20, 2012. The closing of the Common Shares Offering occurred on June 22, 2012.

The 5,175,000 Common Shares issued and sold pursuant to the Underwriting Agreement have been registered on the Company’s shelf registration statement on Form S-3 (File No. 333-173468), which became effective upon filing with the Securities and Exchange Commission (the “SEC”) on April 13, 2011.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description herein of the material terms of the Underwriting Agreement is qualified in its entirety by reference to that exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption “Underwriting” contained in the Company’s prospectus supplement, dated June 19, 2012, which has been filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated by reference.

In connection with the filing of the Underwriting Agreement, the Company is filing as Exhibits 5.1 and 8.1 to this Current Report on Form 8-K opinions of its counsel, Venable LLP and Hunton & Williams LLP, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement dated June 19, 2012, by and among Pebblebrook Hotel Trust and Pebblebrook Hotel, L.P. and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Raymond James & Associates, Inc., as representatives of the several Underwriters listed on Schedule A attached thereto.
5.1	Opinion of Venable LLP, dated June 22, 2012, regarding the legality of the Common Shares.
8.1	Opinion of Hunton & Williams LLP, dated June 22, 2012, regarding certain tax matters.
23.1	Consent of Venable LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Hunton & Williams LLP (included in Exhibit 8.1 hereto).

SIGNATURE

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

PEBBLEBROOK HOTEL TRUST

By:/s/ Raymond D. Martz

Raymond D. Martz

Executive Vice President, Chief Financial Officer, Treasurer
and Secretary

Date: June 22, 2012

EXHIBIT INDEX

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