

Chesapeake Lodging Trust  
Form 8-K  
July 31, 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): July 27, 2012**

**CHESAPEAKE LODGING TRUST**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-34572**  
(Commission  
File Number)

**27-0372343**  
(IRS Employer  
Identification No.)

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1997 Annapolis Exchange Parkway, Suite 410

Annapolis, MD  
(Address of principal executive offices)

Registrant's telephone number, including area code: (410) 972-4140

21401  
(Zip Code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

**Item 1.01. Entry into a Material Definitive Agreement.**

*Mortgage Financing*

On July 27, 2012, an indirect, wholly owned subsidiary of Chesapeake Lodging Trust (the Trust) entered into a loan agreement with Western National Life Insurance Company to obtain a \$70.0 million loan secured by a first mortgage lien on the Denver Marriott City Center, and related equipment, fixtures, personal property and other assets. The loan has a term of 30 years, but is callable by the lender after 10 years, and the Trust expects the lender to call the loan at that time. The loan carries a fixed interest rate of 4.90% per annum, with principal and interest payments calculated based on a 30-year amortization. The loan agreement and related documents contain representations, warranties, covenants, conditions and events of default customary for single-property mortgage financings of this type. Proceeds from the loan were used to repay the remaining outstanding borrowings under the Trust's revolving credit facility and for general business purposes.

*Contract for Pending Hotel Acquisition*

On July 31, 2012, the Trust announced that it had entered into a definitive agreement to acquire a full-service hotel located in San Diego, California for \$62.0 million from an unaffiliated third party. The Trust intends to fund the acquisition with available cash and cash equivalents and by borrowing under its revolving credit facility. The Trust expects the acquisition to close in the third quarter 2012, subject to customary closing conditions, but can give no assurance that the acquisition will be consummated during that time period, or at all.

*Certain statements and assumptions in this filing contain or are based upon forward-looking information and are being made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties. When the Trust uses the words will likely result, may, anticipate, estimate, should, expect, believe, intend, or similar the Trust intends to identify forward-looking statements. Such forward-looking statements include, but are not limited to, the Trust's expectations as to the mix of consideration to be paid and time for completing, if at all, the acquisition described. Such statements are subject to numerous assumptions and uncertainties, many of which are outside Trust's control. The Trust undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances, except as required by law.*

**Item 2.02. Results of Operations and Financial Condition.**

On July 31, 2012, the Trust issued a press release announcing its financial results for the quarter ended June 30, 2012. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated by reference herein.

The information furnished under this Item 2.02 and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The information set forth under Item 1.01 above under the caption Mortgage Financing related to the Trust's entrance into a loan agreement on July 27, 2012 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**  
(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1	Press release dated July 31, 2012.

**SIGNATURES**

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

Date: July 31, 2012

**CHESAPEAKE LODGING TRUST**

By: /s/ Graham J. Wootten  
Graham J. Wootten  
Senior Vice President and Chief Accounting Officer