

Ashford Hospitality Prime, Inc.

Form 3

October 29, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Ashford TRS Corp

(Last) (First) (Middle)

14185 DALLAS  
PARKWAY, SUITE 1100

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/29/2013

3. Issuer Name and Ticker or Trading Symbol  
Ashford Hospitality Prime, Inc. [AHP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed (Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group Filing (Check Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

100

D <sup>(1)</sup> A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)  
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashford TRS Corp 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	Â	Â X	Â	Â
ASHFORD HOSPITALITY LP 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	Â	Â X	Â	Â
ASHFORD HOSPITALITY TRUST INC 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	Â	Â X	Â	Â

## Signatures

/s/ DAVID KIMICHK, PRESIDENT OF ASHFORD TRS CORPORATION	10/29/2013
Signature of Reporting Person	Date
/s/ DAVID A. BROOKS, VICE PRESIDENT OF ASHFORD OP GENERAL PARTNER INC., THE GENERAL PARTNER OF ASHFORD HOSPITALITY LIMITED PARTNERSHIP	10/29/2013
Signature of Reporting Person	Date
/s/ DAVID A. BROOKS, COO OF ASHFORD HOSPITALITY TRUST INC.	10/29/2013
Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares are directly owned by Ashford TRS Corporation, a wholly-owned subsidiary of Ashford Hospitality Limited Partnership ("Ashford Trust OP"), and Ashford Hospitality Trust, Inc. ("Ashford Trust") is (through its wholly-owned subsidiary) the general partner of Ashford Trust OP. Ashford Trust OP and Ashford Trust join this Form 3 to reflect the indirect ownership of the shares of the Issuer as a result of the control of Ashford Trust OP and its general partner Ashford Trust over Ashford TRS Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.