

DiamondRock Hospitality Co  
Form 8-K  
April 27, 2006

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**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):**  
**April 24, 2006**

**DiamondRock Hospitality Company**

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*(Exact name of registrant as specified in charter)*

**Maryland**

**001-32514**

**20-1180098**

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*(State or Other Jurisdiction  
of Incorporation)*

*(Commission  
File Number)*

*(IRS Employer  
Identification No.)*

**6903 Rockledge Drive, Suite 800  
Bethesda, MD 20817**

*(Address of Principal Executive Offices) (Zip Code)*

**(240) 744-1150**

*(Registrant's telephone number, including area code)*

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))
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**ITEM 1.01. Entry into a Material Definitive Agreement.**

On April 24, 2006, an affiliate of DiamondRock Hospitality Company ( "DiamondRock" ), in conjunction with Noble Investment Group, entered into a definitive binding agreement with an affiliate of Starwood Hotels & Resorts Worldwide to acquire the 369-room Westin Atlanta North at Perimeter Center in Atlanta, Georgia (the "Westin Perimeter" ) for total consideration of \$61.5 million. DiamondRock made approximately a \$2.2 million non-refundable deposit upon entering into the purchase agreement. The acquisition is scheduled to close in early May.

We intend to fund the acquisition entirely with cash.

We cannot assure you that we will acquire the Westin Perimeter because the proposed acquisition is subject to a variety of factors.

The foregoing summary of our acquisition of the Westin Perimeter is qualified in its entirety by the full terms and conditions of the Purchase and Sale Agreement, dated as of April 24, 2006, by and between Starwood CMBS I, LLC, and Noble-DiamondRock Perimeter Center Owner, LLC, a copy of which is filed as Exhibit 10.1 to the Form 8-K and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

See Index to Exhibits attached hereto.

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**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.

DIAMONDROCK HOSPITALITY COMPANY

Date: April 26, 2006

By:           /s/ Michael D. Schecter          

Michael D. Schecter  
General Counsel and Secretary

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Purchase and Sale Agreement, dated as of April 24, 2006, by and between Starwood CMBS I, LLC, and Noble-DiamondRock Perimeter Center Owner, LLC,
99.1	Press Release dated April 26, 2006