Chesapeake Lodging Trust
Form 424B3
March 01, 2011
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-172310

Subject to Completion. Dated February 28, 2011.

Chesapeake Lodging Trust

11,500,000 Shares

Common Shares of Beneficial Interest

We are offering and selling 11,500,000 of our common shares of beneficial interest, par value $.01 per share, which we refer to as common shares. We will receive all of the net proceeds from the sale of our common shares.

Our common shares are listed on the New York Stock Exchange, or the NYSE, under the symbol CHSP. The last reported sale price of our common shares on the NYSE on February 25, 2011 was $18.60 per share.

We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, for federal income tax purposes. To assist us in qualifying as a REIT, among other reasons, ownership of our outstanding common shares by any person is limited to 9.8% by value or number of shares, whichever is more restrictive, subject to certain exceptions. In addition, our Declaration of Trust contains various other restrictions on the ownership and transfer of our common shares and other shares of beneficial interest.

Investing in our common shares involves certain risks. See Risk Factors on page S-7 and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission on February 16, 2011.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	**Total**
Public offering price	$	$
Underwriting discounts	$	$
Proceeds, before expenses, to us	$	$

We have granted the underwriters an option to purchase up to 1,725,000 additional common shares exercisable, in whole or in part, at any time until 30 days after the date of this prospectus supplement.

Delivery of the common shares will be made on or about March , 2011.

Deutsche Bank Securities **Wells Fargo Securities** **J.P. Morgan** **KeyBanc Capital Markets**

Prospectus Supplement dated , 2011.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information from this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. It does not contain all of the information that may be important to you. We encourage you to carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference, especially the Risk Factors section on page S-7 and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission, or SEC, on February 16, 2011, before making an investment decision.

Overview

We were organized as a self-advised REIT in the state of Maryland in June 2009, with a focus on investments in primarily upper-upscale hotel properties in major business and convention markets and, on a selective basis, premium select-service and extended-stay hotel properties in urban settings or unique locations in the U.S. We believe current industry dynamics have and will continue to create attractive opportunities to acquire high-quality hotel properties, at prices well below replacement costs, with attractive yields on investment and significant upside potential. We completed our initial public offering in January 2010 and have since acquired or committed to acquire the following seven hotel properties:

Hotel Property	Location	Purchase Price ($ in millions)	Rooms	Acquisition Date
Hyatt Regency Boston	Boston, MA	$ 112.0	498	March 18, 2010
Hilton Checkers Los Angeles	Los Angeles, CA	46.0	188	June 1, 2010
Courtyard Anaheim at Disneyland Resort	Anaheim, CA	25.0	153	July 30, 2010
Boston Marriott Newton	Newton, MA	77.3	430	July 30, 2010
Le Meridien San Francisco	San Francisco, CA	143.0	360	December 15, 2010
Homewood Suites Seattle Convention Center	Seattle, WA	53.0	195	Under contract
Courtyard Washington Capitol Hill/Navy Yard	Washington, DC	68.0	204	Under contract
		$ 524.3	2,028	

Substantially all of our assets are held by, and all of our operations are conducted through, Chesapeake Lodging, L.P., our operating partnership. In order for us to qualify as a REIT, neither our company nor the operating partnership can operate hotels directly. Therefore, the operating partnership leases its hotels to a wholly owned, taxable REIT subsidiary, or TRS, that, in turn, engages hotel management companies to operate our hotels pursuant to management agreements.

Our headquarters are located at 1997 Annapolis Exchange Parkway, Suite 410, Annapolis, Maryland 21401. Our telephone number is (410) 972-4140. We maintain an Internet site, www.chesapeakelodgingtrust.com, which contains additional information concerning Chesapeake Lodging Trust. Information on our Internet site is neither part of nor incorporated into this prospectus supplement or the accompanying prospectus.

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Recent Developments

The following is a summary of recent developments in our financial condition and business.

Acquisition Activity

Homewood Suites Seattle Convention Center

In November 2010, we announced that we had entered into a definitive agreement to acquire the 195-room Homewood Suites Seattle Convention Center located in Seattle, Washington for a purchase price of $53 million, or approximately $272,000 per key. We currently intend to fund the acquisition by assuming approximately $27.6 million of existing mortgage debt and by borrowing under our revolving credit facility. The existing mortgage debt has a fixed interest rate of 6.36% per annum and matures in January 2012. Completion of the proposed acquisition is expected near the end of March, subject to satisfaction of customary closing conditions. We have entered into an agreement with Evolution Hospitality, formerly known as Tarsadia Hotels, to operate the hotel under its current franchise flag.

The Homewood Suites Seattle Convention Center is a purpose-built, upscale property, conveniently located at 1011 Pike Street, one-half block east of the Washington State Convention Center and one block from access to Interstate 5. The recently renovated and repositioned hotel is one of three extended-stay properties in the downtown Seattle market and the only such property located in the Downtown Financial District. The Homewood Suites Seattle Convention Center is surrounded by corporate demand generators that we believe make it ideal for multi-week special assignment and corporate relocation stays. In addition, the hotel s location next to the Washington State Convention Center is convenient for both conventioneers and tourists, in that it is within walking distance of the shopping district with over 5.1 million square feet of retail space, the Pike Place Market at the downtown waterfront, the Seattle Art Museum, the Space Needle, and the Seattle Aquarium. The nine-story structure contains 195 contemporary guest suites averaging approximately 550 square feet and featuring separate living, cooking and sleeping areas. Hotel amenities include an outdoor pool and whirlpool, exercise room, business center, billiards room, on-site guest laundry facility and a 120-space parking garage. We expect this recently renovated and repositioned hotel will generate immediate strong returns for our shareholders.

Courtyard Washington Capitol Hill/Navy Yard

In February 2011, we announced that we had entered into a definitive agreement to acquire the 204-room, Courtyard Washington Capitol Hill/Navy Yard located in Washington, DC for a purchase price of $68 million, or approximately $333,000 per key. We currently intend to fund the acquisition by assuming approximately $37.7 million of existing mortgage debt and by borrowing under our revolving credit facility. The existing mortgage debt has a fixed interest rate of 5.90% per annum and matures in November 2016. Completion of the proposed acquisition is expected in the second quarter, subject to lender approval and satisfaction of customary closing conditions. We intend to enter into an agreement with a third-party manager to operate the hotel under its current franchise flag.

The Courtyard Washington Capitol Hill/Navy Yard was constructed in 2006 in a mixed-use residential, hotel and parking development located in southeast Washington, DC, between the U.S. Capitol building and the Anacostia River. The approximately 500 acre area surrounding the hotel has experienced significant redevelopment since the consolidation of the Navy Yard in the 1990 s and more notably the opening of the 41,000 seat Nationals Park in 2008. The 14-story, select-service, upscale property is centrally located in the core of the redevelopment, just one block from the Navy Yard metro stop, three blocks from Nationals Park and a 15 minute

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walk to the U.S. Capitol building. The hotel is surrounded by approximately 2.1 million square feet of newer residential units, approximately 6.5 million square feet of office developments, retail outlets, and cleared and vacant parcels for additional planned development with an estimated total cost of approximately $6.0 billion. The Navy Yard, and the many defense contractors serving the U.S. military, are the leading demand generators for the hotel s transient customers. The Navy Yard is the administrative and ceremonial center of the U.S. Navy. The facility includes the Chief of Naval Operations, U.S. Navy Judge Advocate General s Corps, Marine Corps Institute, Naval Historical Center, Department of Naval History, Naval Reactors and various other naval commands. We expect this recently constructed hotel will generate immediate strong returns for our shareholders.

Potential Future Acquisitions

In addition to the hotels we have under contract, we have identified and are in various stages of reviewing and negotiating a number of additional potential hotel acquisition opportunities, and we expect to be able to deploy or commit the net proceeds of the offering within the next six months. We cannot assure you that we will be able to acquire any of the hotels we are currently evaluating at all or in the timeframes contemplated. Any acquisition would require us to negotiate and execute mutually acceptable definitive and binding purchase and sale agreements with the seller of the property, which we expect will contain a number of conditions to closing the acquisitions, including:

- our ability to negotiate and execute new management agreements and franchise agreements, or assume the existing agreements, for the properties;
- our completion of satisfactory due diligence with respect to the properties;
- lender approval of our assumption of existing indebtedness with respect to certain of the properties; and
- satisfaction of customary closing conditions.

Expansion of Revolving Credit Facility

In January 2011, we announced that we had amended our credit agreement providing for a secured revolving credit facility with a syndicate of banks led by affiliates of certain of the underwriters of this offering, including Wells Fargo Bank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, and Deutsche Bank Trust Company Americas, as documentation agent. These affiliates, and affiliates of other underwriters of this offering, serve as lenders to us under the revolving credit facility. The amended credit agreement increases the maximum amounts we may borrow from $115.0 million to $150.0 million, and also provides for the possibility of further future increases, up to a maximum of $200.0 million, in accordance with the terms of the amended credit agreement. The amount that we can borrow under the revolving credit facility is based on the value of our hotel properties included in the borrowing base, as defined in the amended credit agreement. Borrowings under the revolving credit facility bear interest equal to LIBOR, plus 3.75%, subject to a LIBOR floor of 2.00%. The amended credit agreement contains standard financial covenants, including certain leverage ratios, coverage ratios, and a minimum tangible net worth requirement. The revolving credit facility matures in July 2012 and, subject to certain conditions, allows for a one-year extension. After giving effect to the use of the net proceeds of this offering to repay indebtedness under it, as of December 31, 2010, we would have had approximately $110.4 million of available borrowing capacity under the revolving credit facility.

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The Offering

The following is a brief summary of certain terms of this offering. For a more complete description of our common shares, see Description of Common Shares in the accompanying prospectus.

Issuer	Chesapeake Lodging Trust.
Common shares offered	11,500,000 shares.
Common shares to be outstanding after this offering	30,108,829 shares.
Use of proceeds	We intend to contribute the net proceeds from this offering to our operating partnership which, in turn, will use the net proceeds to repay all of the outstanding borrowings under our revolving credit facility, which was $52.0 million as of February 25, 2011. Certain of the underwriters and/or their affiliates are lenders to us under our revolving credit facility and may receive their pro rata portion of amounts repaid from the proceeds of this offering. See Underwriting. Our operating partnership will invest the remaining net proceeds, together with the available borrowing capacity under our revolving credit facility, in hotel properties in accordance with our investment strategy described in this prospectus and for general business purposes. Prior to the full investment of the remaining net proceeds in hotel properties, we intend to invest these net proceeds in certificates of deposit, interest-bearing short-term investment grade securities or money-market accounts which are consistent with our intention to qualify as a REIT. These initial investments are expected to provide a lower net return than we will seek to achieve from investments in our target hotel properties. See Use of Proceeds.
Distribution policy	As a result of the strong operating performance and limited capital needs of our existing portfolio, we have declared two consecutive quarterly dividends, each in the amount of $0.20 per share. We intend to continue to make quarterly distributions to holders of our common shares out of our earnings. To maintain our qualification as a REIT, we intend to make annual distributions to our shareholders of at least 90% of our REIT taxable income, subject to certain adjustments and excluding net capital gains (which does not necessarily equal net income as calculated in accordance with U.S. generally accepted accounting principles, or U.S. GAAP). The timing and frequency of distributions will be authorized by our board of trustees and declared by us based upon a variety of factors deemed

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	relevant by our trustees. Our ability to pay distributions to our shareholders depends, in part, upon our receipt of rent payments with respect to our properties from our TRS, and, in turn, upon the management of our properties by the various managers our TRS has engaged to operate our hotels. In addition to the factors outlined above, the per share amounts of future distributions will depend on the number of our common and preferred shares outstanding from time-to-time.
Listing	Our common shares are listed on the NYSE under the symbol CHSP.
Restrictions on ownership	To assist us in maintaining our qualification as a REIT, our Declaration of Trust provides no person, other than a person that has received an exemption, may own directly or indirectly, or be deemed to own by virtue of certain attribution provisions of the Internal Revenue Code, more than 9.8%, in value or number of shares, whichever is more restrictive, of the outstanding common shares. For more information, see Description of Shares of Beneficial Interest Restrictions on Ownership and Transfer Applicable to Our Shares of Beneficial Interest on page 14 of the accompanying prospectus.
Tax consequences	The federal income tax consequences of purchasing, owning and disposing of our common shares are summarized in Material U.S. Federal Income Tax Considerations in our Current Report on Form 8-K filed with the SEC on February 16, 2011.
Settlement date	Delivery of the common shares will be made against payment therefor on or about March , 2011.
Transfer agent	The transfer agent for our common shares is American Stock Transfer & Trust Company, LLC.
Risk Factors	See Risk Factors on page S-7 and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on February 16, 2011 and incorporated by reference into this prospectus supplement, for other information you should consider before buying our common shares.

The number of common shares to be outstanding after this offering is based on 18,608,829 common shares outstanding as of February 15, 2011. Unless otherwise indicated, information presented in this prospectus supplement assumes no exercise of the underwriters option to purchase additional common shares.

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RISK FACTORS

You should carefully consider the risks described below and the risks described under the heading Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on February 16, 2011 before making an investment decision. You should also refer to the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and the related notes incorporated by reference into this prospectus supplement and the accompanying prospectus. The risks and uncertainties described below and in the documents incorporated by reference herein are not the only risks and uncertainties we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If certain of the risks described in the risk factors incorporated by reference herein actually occur, our business, results of operations and financial condition would suffer. In that event the trading price of our common shares could decline, and you may lose all or part of your investment. The risk factors incorporated by reference herein and discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See Cautionary Note Regarding Forward-Looking Statements and Projections.

Future issuances or sales of our common shares may depress the price of these securities.

We cannot predict whether future issuances of our common shares or the availability of shares for resale in the open market will decrease the market price of these shares. Future issuances or sales of a substantial number of our common shares in the public market, or the issuance of our common shares or operating partnership units in connection with property, portfolio or business acquisitions, or the perception that such issuances or sales might occur, may cause the market price of our shares to decline. Upon completion of the offering, all common shares of beneficial interest sold in the offering will be freely tradable without restriction (other than the ownership restrictions set forth in our charter). In addition, future issuances of our common shares or operating partnership units may be dilutive to existing shareholders.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND PROJECTIONS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipates, could, intends, projects, contemplates, believes, estimates, predicts, potential or continue or the negative of these terms or other similar words. These are only predictions. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause our company s or our industry s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. The Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business sections of our 2010 Annual Report on Form 10-K filed with the SEC on February 16, 2011, as well as other sections included or incorporated by reference into this prospectus supplement, discuss some of the factors that could contribute to these differences, including, but not limited to:

- our ability to qualify and maintain qualification as a REIT;
- 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 and our ability to retain qualified personnel;
- actions and initiatives of the U.S. government, changes to U.S. government policies and the execution and impact of these actions, initiatives and policies;
- changes in our industry and the markets in which we operate, interest rates or the general U.S. or international economy;
- economic trends and economic recoveries; and
- the degree and nature of our competition.

The forward-looking statements made in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as required by law.

This prospectus supplement, the accompanying prospectus, and the documents incorporated by reference also contain market data related to our business and industry. This market data includes projections that are based on a number of assumptions. If these assumptions turn out to be incorrect, actual results may differ from the projections based on these assumptions. As a result, our markets may not grow at the rates projected by these data, or at all. The failure of these markets to grow at these projected rates may have a material adverse effect on our business, financial condition, results of operations and the market price of our securities.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering, after deducting the underwriting discount and estimated offering costs, will be approximately $205.1 million. If the underwriters option to purchase additional common shares is exercised in full, our net proceeds from this offering will be approximately $235.9 million.

We will contribute the net proceeds of this offering to our operating partnership which, in turn, will use the net proceeds to repay all of the outstanding borrowings under our revolving credit facility, which was $52.0 million as of February 25, 2011. We used these borrowings to fund the acquisition in December 2010 of the Le Meridien San Francisco and for general business purposes. Borrowings under our revolving credit facility bear interest at the rate of LIBOR + 3.75%, subject to a LIBOR floor of 2.00%. The revolving credit facility matures on July 30, 2012. Certain of the underwriters and/or their affiliates are lenders to us under our revolving credit facility and may receive their pro rata portion of amounts repaid from the proceeds of this offering. See Underwriting.

After repaying the outstanding indebtedness under our revolving credit facility, our operating partnership will use the remaining net proceeds, together with the available borrowing capacity under our revolving credit facility, to invest in hotel properties in accordance with our investment strategy and for general business purposes. Prior to the full investment of the remaining net proceeds in hotel properties, we intend to invest these net proceeds in certificates of deposit, interest-bearing short-term investment grade securities or money-market accounts which are consistent with our intention to qualify as a REIT. These initial investments are expected to provide a lower net return than we will seek to achieve from investments in our target hotel properties.

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CAPITALIZATION

The following table sets forth, as of December 31, 2010, our capitalization on a historical basis and a pro forma basis giving effect to the use of the estimated net proceeds of approximately $205.1 million from the sale of 11,500,000 common shares in this offering at an assumed price of $18.60 per share, after deducting the underwriting discount and estimated offering costs payable by us.

As of December 31, 2010	Historical	Pro Forma
	(Unaudited, in thousands)	
Cash and cash equivalents	$ 10,551	$ 170,645(1)
Long-term debt:		
Revolving credit facility	$ 45,000	$ (2)
Term loan	60,000	60,000
Total long-term debt	105,000	60,000
Shareholders equity:		
Preferred shares, $.01 par value; 100,000,000 shares authorized; no shares issued and outstanding, respectively		
Common shares, $.01 par value; 400,000,000 shares authorized; 18,435,670 shares (actual) and 29,935,670 shares (pro forma) issued and outstanding	184	299(3)
Additional paid-in capital	311,303	516,282(4)
Cumulative dividends in excess of net income	(6,231)	(6,231)
Total shareholders equity	305,256	510,350
Total capitalization	$ 410,256	$ 570,350

(1) Historical balance as of December 31, 2010	$ 10,551
Estimated net proceeds from this offering after repayment of borrowing under the revolving credit facility	160,094
Pro forma balance as of December 31, 2010	$ 170,645
(2) Historical balance as of December 31, 2010	$ 45,000
Repayment of borrowing under the revolving credit facility from the estimated net proceeds from this offering	(45,000)
Pro forma balance as of December 31, 2010	$
(3) Historical balance as of December 31, 2010	$ 184
Issuance of common shares related to this offering	115
Pro forma balance as of December 31, 2010	$ 299
(4) Historical balance as of December 31, 2010	$ 311,303
Issuance of common shares related to this offering	204,979
Pro forma balance as of December 31, 2010	$ 516,282

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UNDERWRITING

Subject to the terms and conditions of the underwriting agreement, the underwriters named below, through their representatives Deutsche Bank Securities Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC and KeyBanc Capital Markets Inc., have severally agreed to purchase from us the following respective number of our common shares at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement:

Underwriters	Number of Shares
Deutsche Bank Securities Inc.	
Wells Fargo Securities, LLC	
J.P. Morgan Securities LLC	
KeyBanc Capital Markets Inc.	
Total	11,500,000

The underwriting agreement provides that the obligations of the several underwriters to purchase the common shares offered hereby is subject to certain conditions precedent and that the underwriter will purchase all of the common shares offered by this prospectus supplement, other than those covered by the option to purchase additional shares described below, if any of these shares are purchased.

We have been advised by the representatives of the underwriters that the underwriters propose to offer the common shares to the public at the public offering price set forth on the cover of this prospectus supplement and to dealers at a price that represents a concession not in excess of $ per share under the public offering price. The underwriters may allow, and these dealers may re-allow, a concession of not more than $ per share to other dealers. If all the common shares are not sold at the public offering price, the underwriter may change the offering price and other selling terms.

We have granted to the underwriters an option to purchase up to 1,725,000 additional common shares exercisable, in whole or in part, at any time until 30 days after the date of this prospectus supplement, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement. To the extent that the underwriters exercise this option, each of the underwriters will become obligated, subject to conditions, to purchase approximately the same percentage of these additional common shares as the number of common shares to be purchased by it in the above table bears to the total number of common shares offered by this prospectus supplement. We will be obligated, pursuant to the option, to sell these additional common shares to the underwriters to the extent the option is exercised. If any additional common shares are purchased, the underwriters will offer the additional shares on the same terms as those on which the 11,500,000 common shares are being offered.

The underwriting discounts and commissions per share are equal to the public offering price per common share less the amount paid by the underwriters to us per common share. We have agreed to pay the underwriters the following discounts and commissions, assuming either no exercise or full exercise of the underwriters option to purchase additional common shares:

		Total Fees	
	Fee per share	Without Exercise of Underwriter s Option	With Full Exercise of Underwriter s Option
Discounts and commissions paid by us	$	$	$

In addition, we estimate that our share of the total expenses of this offering, excluding underwriting discounts and commissions, will be approximately $250,000.

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We have agreed to indemnify the underwriters against some specified types of liabilities, including liabilities under the Securities Act, and to contribute to payments the underwriters may be required to make in respect of any of these liabilities.

Each of our executive officers and trustees has agreed not to, directly or indirectly, offer, sell, pledge, contract to sell, grant any option to purchase or otherwise dispose of, or enter into any transaction that is designed to or reasonably expected to lead to or result in the disposition of any of our common shares or other securities convertible into or exchangeable or exercisable for our common shares or derivatives of our common shares owned by these persons prior to this offering for a period of 90 days after the date of this prospectus supplement without the prior written consent of the representatives. This consent may be given at any time without public notice. We have entered into a similar agreement with the representatives, but our agreement will not apply in respect of common shares we may issue under our existing equity incentive plan.

Notwithstanding the foregoing, if, subject to certain exceptions, (i) during the last 17 days of the 90-day restricted period we release earnings results or material news or a material event relating to us occurs, or (ii) prior to the expiration of the 90-day restricted period, we announce that we will release earnings results during the 16-day period following the last day of the 90-day period, the above restrictions continue to apply until the expiration of the 18-day period beginning on the date of the release of the earnings results or the occurrence of the material news or event.

The representatives of the underwriters have advised us that the underwriters do not intend to confirm sales to any account over which they exercise discretionary authority.

In connection with the offering, the underwriters may purchase and sell our common shares in the open market. These transactions may include short sales, purchases to cover positions created by short sales and stabilizing transactions.

Short sales involve the sale by the underwriters of a greater number of common shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriters option to purchase additional common shares from us in the offering. The underwriters may close out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the underwriters option.

Naked short sales are any sales in excess of the option to purchase additional shares. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the shares in the open market prior to the completion of the offering.

Stabilizing transactions consist of various bids for or purchases of our common shares made by the underwriters in the open market prior to the completion of the offering.

Purchases to cover a short position and stabilizing transactions may have the effect of preventing or slowing a decline in the market price of our common shares. Additionally, these purchases, along with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market price of our common shares. As a result, the price of our common shares may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE, in the over-the-counter market or otherwise.

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This prospectus supplement and the accompanying prospectus may be made available in electronic format on Internet websites maintained by one or more of the lead underwriters of this offering and may be made available on websites maintained by other underwriters. Other than this prospectus supplement and the accompanying prospectus, in electronic format, the information on any underwriter s website and any information contained in any other website maintained by an underwriter is not part of this prospectus supplement or the accompanying prospectus, or the registration statement of which the accompanying prospectus and this prospectus supplement form a part.

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us. They receive customary fees and commissions for these services.

Affiliates of certain of the underwriters, including Deutsche Bank Securities Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC and KeyBanc Capital Markets Inc., have performed investment banking, financial advisory and lending services for us and our affiliates from time-to-time, for which they have received customary compensation, and they may continue to do so in the future. Affiliates of Deutsche Bank Securities Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC and KeyBanc Capital Markets Inc. are lenders under our revolving credit facility and may receive their pro rata portion of amounts repaid from the proceeds of this offering. The affiliate of Deutsche Bank Securities Inc. serves as documentation agent, the affiliate of Wells Fargo Securities, LLC is the administrative agent and the affiliate of J.P. Morgan Securities LLC serves as syndication agent for the revolving credit facility. In addition, an affiliate of KeyBanc Capital Markets Inc. provides treasury management services for us.

Selling Restrictions

No action has been taken in any jurisdiction (except in the United States) that would permit a public offering of the common shares, or the possession, circulation or distribution of this prospectus supplement, the accompanying prospectus or any other material relating to us or the shares where action for that purpose is required. Accordingly, the common shares may not be offered or sold, directly or indirectly, and neither this prospectus supplement, the accompanying prospectus nor any other offering material or advertisements in connection with the common shares may be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of any such country or jurisdiction.

The underwriters may arrange to sell the common shares offered hereby in certain jurisdictions outside the United States, either directly or through affiliates, where it is permitted to do so.

European Economic Area

In relation to each Member State of the European Economic Area (the EEA) that has implemented the Prospectus Directive, as defined below (each, a Relevant Member State), an offer to the public of any common shares that are the subject of the offering contemplated in this prospectus supplement may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any of the common shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) by the underwriters to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors, as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the underwriter for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of the common shares shall result in a requirement for us or the underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

Any person making or intending to make any offer within the EEA of the common shares that are the subject of the offering contemplated in this prospectus supplement and the accompanying prospectus should only do so in circumstances in which no obligation arises for us or the underwriter to produce a prospectus for such offer. Neither we nor the underwriters has authorized, or will authorize, the making of any offer of the common shares offered hereby through any financial intermediary, other than offers made by the underwriters that constitute the final offering of the securities contemplated in this prospectus supplement and the accompanying prospectus.

For the purposes of this provision and the buyer s representation below, the expression an offer of securities to the public in relation to the common shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the common shares to be offered so as to enable an investor to decide to purchase the common shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any of the common shares that are the subject of the offering contemplated by this prospectus supplement and the accompanying prospectus will be deemed to have represented, warranted and agreed to and with the underwriter and us that:

(a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and

(b) in the case of any common shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the common shares acquired by it in the offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as defined in the Prospectus Directive, or in circumstances in which the prior consent of the underwriter has been given to the offer or resale; or (ii) where the common shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those common shares to it is not treated under the Prospectus Directive as having been made to such persons.

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United Kingdom

Any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA)), in connection with the issue or sale of the common shares, has only been, and will only be, communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to us.

Anything in relation to the common shares in, from or otherwise involving the United Kingdom, has been, and may only be done, in compliance with all applicable provisions of the FSMA.

Switzerland

We have not and will not register with the Swiss Financial Market Supervisory Authority (FINMA) as a foreign collective investment scheme pursuant to Article 119 of the Federal Act on Collective Investment Scheme of June 23, 2006, as amended (CISA), and accordingly, the common shares being offered pursuant to this prospectus supplement and the accompanying prospectus have not and will not be approved, and may not be licenseable, with FINMA. Therefore, the common shares have not been authorized for distribution by FINMA as a foreign collective investment scheme pursuant to Article 119 CISA and the common shares offered hereby may not be offered to the public (as this term is defined in Article 3 CISA) in or from Switzerland. The common shares may solely be offered to qualified investors, as this term is defined in Article 10 CISA, and in the circumstances set out in Article 3 of the Ordinance on Collective Investment Scheme of November 22, 2006, as amended (CISO), such that there is no public offer.

Investors, however, do not benefit from protection under CISA or CISO or supervision by FINMA. This prospectus supplement and the accompanying prospectus and any other materials relating to the common shares are strictly personal and confidential to each offeree and do not constitute an offer to any other person. This prospectus supplement and the accompanying prospectus may only be used by those qualified investors to whom they have been handed out in connection with the offer described herein and may neither directly or indirectly be distributed or made available to any person or entity other than their recipients. They may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in Switzerland or from Switzerland. This prospectus supplement and the accompanying prospectus do not constitute an issue prospectus as that term is understood pursuant to Article 652a and/or 1156 of the Swiss Federal Code of Obligations. We have not applied for a listing of the common shares on the SIX Swiss Exchange or any other regulated securities market in Switzerland, and consequently, the information presented in this prospectus supplement and the accompanying prospectus does not necessarily comply with the information standards set out in the listing rules of the SIX Swiss Exchange and corresponding prospectus schemes annexed to the listing rules of the SIX Swiss Exchange.

Dubai International Financial Centre

This prospectus supplement and the accompanying prospectus relate to an exempt offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority. This prospectus supplement and the accompanying prospectus is intended for distribution only to persons of a type specified in those rules. They must not be delivered to, or relied on by, any other person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with exempt offers. The Dubai Financial Services Authority has not approved this prospectus supplement and the accompanying prospectus nor taken steps to verify the information set out herein and therein, and has no responsibility for them. The common shares that are the subject of the offering contemplated by this prospectus supplement and the accompanying prospectus may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the common shares offered hereby should conduct their own due diligence on the common shares. If you do not understand the contents of this prospectus supplement and the accompanying prospectus, you should consult an authorized financial adviser.

Hong Kong

The common shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances that do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the common shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to common shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The common shares offered in this prospectus supplement have not been registered under the Financial Instruments and Exchange Law of Japan. The common shares have not been offered or sold and will not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan or to others for re-offering or re-sale, directly or indirectly, in Japan or to a resident of Japan, except (i) pursuant to an exemption from the registration requirements of the Financial Instruments and Exchange Law and (ii) in compliance with any other applicable requirements of Japanese law.

Singapore

Neither this prospectus supplement nor the accompanying prospectus has been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement, the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the common shares may not be circulated or distributed, nor may the common shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to compliance with conditions set forth in the SFA.

Where the common shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in

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