

Pebblebrook Hotel Trust  
Form S-8  
October 31, 2016

**As filed with the Securities and Exchange Commission on October 31, 2016**

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Pebblebrook Hotel Trust**  
**(Exact name of registrant as specified in its charter)**

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

**7315 Wisconsin Avenue, Suite 1100 West**

**Bethesda, MD**

**27-1055421**  
**(IRS Employer**  
**Identification No.)**

**20814**

(Address of Principal Executive Offices)

(Zip Code)

**Pebblebrook Hotel Trust 2009 Equity Incentive Plan**

(Full title of the plan)

**Jon E. Bortz**

**Chairman, President and Chief Executive Officer**

**7315 Wisconsin Avenue, Suite 1100 West**

**Bethesda, MD 20814**

(Name and address of agent for service)

**(240) 507-1300**

(Telephone number, including area code, of agent for service)

*With copies to:*

**David C. Wright, Esq.**

**Hunton & Williams LLP**

**Riverfront Plaza, East Tower**

**951 E. Byrd Street**

**Richmond, Virginia 23219-4074**

**(804) 788-8200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer accelerated filer and smaller reporting

company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common shares of beneficial interest, \$0.01 par value per share	1,250,000	\$25.175	\$31,468,750	\$3,647.23

- (1) The Pebblebrook Hotel Trust 2009 Equity Incentive Plan, as amended and restated effective July 10, 2012 (the Plan), as amended by Amendment No. 1 to the Plan, effective July 7, 2016, authorizes the issuance of a maximum 3,672,625 common shares of beneficial interest, \$0.01 par value per share (common shares), of which 1,322,625 common shares were registered pursuant to a Registration Statement on Form S-8 (Registration No. 333-163638) and 1,100,000 common shares were registered pursuant to a Registration Statement on Form S-8 (Registration No. 333-186324), for which registered shares the Registrant previously paid the registration fee in full. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), the number of common shares registered hereby includes an indeterminate number of common shares that may be issued in connection with share splits, share dividends or similar transactions.
- (2) Calculated in accordance with Rules 457(c) and 457(h) under the Securities Act based on the average of the high and low sales prices of the common shares on the New York Stock Exchange on October 28, 2016.

## EXPLANATORY NOTE

On December 10, 2009, Pebblebrook Hotel Trust (the Registrant ) filed a registration statement on Form S-8 (File No. 333-163638) (the Initial S-8 ), relating to the registration of 1,322,625 common shares of beneficial interest, \$0.01 par value per share, of the Registrant ( common shares ), to be issued from time to time in accordance with the Pebblebrook Hotel Trust 2009 Equity Incentive Plan. On January 30, 2013, the Registrant filed a registration statement on Form S-8 (File No. 333-186324) (together with the Initial S-8, the Prior Registration Statements ) to register an additional 1,100,000 pursuant to the Pebblebrook Hotel Trust 2009 Equity Incentive Plan, as amended and restated effective as of July 10, 2012 (the Plan ).

Pursuant to General Instruction E to Form S-8 the Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,250,000 common shares of the Registrant to be issued from time to time in accordance with the Plan, as amended effective July 7, 2016. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference herein the contents of the Prior Registration Statements.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.\*

#### Item 2. Registrant Information and Employee Plan Annual Information.\*

\* The document(s) containing the information specified in this Part I will be sent or given to participants in the Plan, as amended effective as of July 7, 2016, in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). Such documents need not be filed with the United States Securities and Exchange Commission (the SEC ) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These document(s) and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC pursuant to the Securities Act, and the Securities Exchange Act of 1934, as amended (the Exchange Act ) are incorporated herein by reference and made a part hereof:

(a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 22, 2016;

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(b) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016, and September 30, 2016, filed with the SEC on April 27, 2016, July 25, 2016 and October 27, 2016, respectively;

(c) the information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015 from the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 29, 2016;

(d) the Registrant's Current Reports on Form 8-K, filed with the SEC on January 6, 2016, February 10, 2016, February 17, 2016, March 15, 2016, June 3, 2016, June 8, 2016, June 14, 2016, June 15, 2016, July 11, 2016, August 12, 2016, September 15, 2016 and October 21, 2016, excluding in each case, the information, if any, furnished under Items 2.01 or 7.01; and

(e) the description of the common shares contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on December 4, 2009.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

## **Item 8. Exhibits.**

### **Exhibit**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Venable LLP as to the legality of the securities being registered.
23.1	Consent of Venable LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
23.3	Consent of PKF O'Connor Davies, LLP.
24.1	Power of Attorney (included on signature page).
99.1	Pebblebrook Hotel Trust 2009 Equity Incentive Plan, as amended and restated effective July 10, 2012 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 2, 2012 (File No. 001-34571)).
99.2	Amendment No. 1 to the Pebblebrook Hotel Trust 2009 Equity Incentive Plan, effective as of July 7, 2016 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on July 25, 2016 (File No. 001-34571)).

Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on this 31st day of October, 2016.

**PEBBLEBROOK HOTEL TRUST**

By: /s/ JON E. BORTZ  
 Name: Jon E. Bortz  
 Title: Chairman of the Board, President  
 and Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned officers and trustees of Pebblebrook Hotel Trust, hereby severally constitute Jon E. Bortz and Raymond D. Martz, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement filed herewith and any and all amendments to said registration statement, and generally to do all such things in our names and in our capacities as officers and trustees to enable Pebblebrook Hotel Trust to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signature as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JON E. BORTZ Jon E. Bortz	Chairman of the Board, President, Chief Executive Officer and Trustee (principal executive officer)	October 31, 2016
/s/ RAYMOND D. MARTZ Raymond D. Martz	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (principal financial officer and principal accounting officer)	October 31, 2016
/s/ CYDNEY C. DONNELL  Cydney C. Donnell	Trustee	October 31, 2016
/s/ RON E. JACKSON  Ron E. Jackson	Trustee	October 31, 2016

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/s/ PHILLIP M. MILLER	Trustee	October 31, 2016
Phillip M. Miller		
/s/ MICHAEL J. SCHALL	Trustee	October 31, 2016
Michael J. Schall		
/s/ EARL E. WEBB	Trustee	October 31, 2016
Earl E. Webb		
/s/ LAURA H. WRIGHT	Trustee	October 31, 2016
Laura H. Wright		



**EXHIBIT INDEX**

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