

BLOOM BARRY A N

Form 4

January 15, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BLOOM BARRY A N

(Last) (First) (Middle)

C/O XENIA HOTELS & RESORTS,  
INC., 200 S. ORANGE AVENUE,  
SUITE 2700

(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Xenia Hotels &amp; Resorts, Inc. [XHR]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/14/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. D |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|------|

## Edgar Filing: BLOOM BARRY A N - Form 4

| Security<br>(Instr. 3)              | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year)          | (Instr. 3 and 4) | S                             |                               |                  |                                  |
|-------------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|---------------------------|------------------|-------------------------------|-------------------------------|------------------|----------------------------------|
|                                     |                                                   |                         | Code               | V                                                                           | (A)                       | (D)              | Date<br>Exercisable           | Expiration<br>Date            | Title            | Amount or<br>Number of<br>Shares |
| LTIP<br>Units <sup>(1)</sup><br>(2) | <sup>(1)</sup> <sup>(2)</sup>                     | 01/14/2019              | A                  |                                                                             | 146,271<br><sup>(3)</sup> |                  | <sup>(1)</sup> <sup>(2)</sup> | <sup>(1)</sup> <sup>(2)</sup> | Common<br>Shares | 146,271                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |             |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer     | Other |
| BLOOM BARRY A N<br>C/O XENIA HOTELS & RESORTS, INC.<br>200 S. ORANGE AVENUE, SUITE 2700<br>ORLANDO, FL 32801 |               |           | See Remarks |       |

## Signatures

/s/ Marcel Verbaas as  
Attorney-in-Fact

01/15/2019

\*\*Signature of Reporting Person                      Date

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) LTIP Units are a class of limited partnership units in XHR LP (the "Operating Partnership"), of which the Issuer's wholly-owned subsidiary is the general partner. Initially, the LTIP Units do not have full parity with common limited partnership units of the Operating Partnership ("Common Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP Units can over time achieve full parity with the Common Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of Common Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership.
- (2) (continued from Footnote 1) Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of the Issuer's common stock, or, at the election of the Issuer, an equal number of shares of the Issuer's common stock, each subject to adjustment in the event of stock splits, specified extraordinary distributions or similar events.
- (3) Represents the number of LTIP Units determined to have been earned based upon certain performance criteria, including dividend equivalent units deemed earned through the date such performance criteria were deemed satisfied, in respect of grants made on May 5, 2015 and March 17, 2016 pursuant to the Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan. All such LTIP Units are fully vested.

**Remarks:**

President and Chief Operating Officer

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.