

HERSHA HOSPITALITY TRUST

Form 5/A

March 16, 2015

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Shah Neil H

(Last) (First) (Middle)

44 HERSHA DRIVE

(Street)

HARRISBURG, PA 17102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HERSHA HOSPITALITY TRUST
[HT]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/13/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President and COO

6. Individual or Joint/Group Reporting
(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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
---------------------------------------	---	---	--------------------------------------	---	--	--	---

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 displays a currently valid OMB control number.**

SEC 2270
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---	--	---	---	--------------------------------------	---	--	---

Edgar Filing: HERSHA HOSPITALITY TRUST - Form 5/A

	Derivative Security					Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
		(A)	(D)			(A)	(D)				
Partnership Units	Â	12/31/2014 ⁽²⁾	Â	G4	Â	44,608	Â ⁽¹⁾	Â ⁽¹⁾		Class A Common Shares of Beneficial Interest	44,608
Partnership Units	Â	12/31/2014 ⁽²⁾	12/31/2014	G4	Â	140,513	Â ⁽¹⁾	Â ⁽¹⁾		Class A Common Shares of Beneficial Interest	140,513
Partnership Units	Â	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾		Class A Common Shares of Beneficial Interest	314,513
Partnership Units	Â	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾		Class A Common Shares of Beneficial Interest	457,513
Partnership Units	Â	Â	Â	Â	Â	Â	Â ⁽¹⁾	Â ⁽¹⁾		Class A Common Shares of Beneficial Interest	832,513
LTIP Units	Â	Â	Â	Â	Â	Â	Â ⁽⁴⁾⁽⁵⁾	Â ⁽⁴⁾⁽⁵⁾		Class A Common Shares of Beneficial Interest	582,513

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Shah Neil H
44 HERSHA DRIVE Â Â Â President and COO Â
HARRISBURG,Â PAÂ 17102

Signatures

/s/ Ashish R. Parikh, as
attorney-in-fact

03/16/2015

__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) In general, Partnership Units issued by Hersha Hospitality Limited Partnership (the "Operating Partnership") may be redeemed, beginning one year after their issuance (unless otherwise agreed to by Hersha Hospitality Trust (the "Trust")), for cash equal to the market value of an equivalent number of the Trust's common shares or, at the option of the Trust, the Trust may acquire Partnership Units tendered for redemption by issuing one common share for each Partnership Unit tendered for redemption. Partnership Units have no expiration date.

(2) This Form 5 is being amended to include the distributions of the partnership units from the 2010 and 2011 GRATs to other entities owned fully or in part by the Reporting Person. These distributions were omitted from the Form 5 filed on February 13, 2015.

(3) Upon the maturity of the Neil H. Shah 2010 GRAT and the Neil H. Shah 2011 GRAT, 49,974 Partnership Units were distributed to the Neil and Juhi Shah 2008 Family Trust. The remaining 135,147 Partnership Units were transferred back to Neil in his individual capacity.

LTIP Units are a class of limited partnership units in Hersha Hospitality Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner, and represent a profit interest in the Operating Partnership. Initially, the LTIP Units do not have full parity with the Operating Partnership's common units of limited partnership interest ("Common Units") with respect to liquidating distributions.

(4) Upon the occurrence of certain "book-up" 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 are convertible into Common Units and, upon conversion and subject to the applicable holding period, may be redeemed for cash in an amount equal to the then fair market value of an equal number of the Issuer's common shares or converted into an equal number of the Issuer's common shares, as determined by the Issuer at its election.

(5) 177,197, 85,004, 110,138, 85,004, 40,117 and 85,002 LTIP Units will vest on December 31, 2014, June 1, 2015, December 31, 2015, June 1, 2016, December 31, 2016 and June 1, 2017, respectively, subject to the reporting person's continued employment with the Issuer, and will be subject to accelerated vesting under certain conditions. The LTIP Units have no expiration date. The LTIP Units were issued pursuant to the Issuer's Amended and Restated 2012 Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.