

Xenia Hotels & Resorts, Inc.
 Form 4
 February 07, 2017

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wade Philip A.

2. Issuer Name and Ticker or Trading Symbol
 Xenia Hotels & Resorts, Inc. [XHR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O XENIA HOTELS & RESORTS, INC., 200 S. ORANGE AVENUE, SUITE 2700

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

(Street)
 ORLANDO, FL 32801

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 02/06/2017 | | M | 5,605 | A | 11 | 9,379 | D | |
| Common Stock | 02/06/2017 | | F | 2,610 | D | \$ | 18.29 | 6,769 | D |

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

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SEC 1474 (9-02)

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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 Derivative Security | 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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Share Units | \$ 0 ⁽¹⁾ | 02/06/2017 | | M | 5,605 | 02/06/2017 ⁽²⁾ 02/06/2017 ⁽²⁾ | Common Stock | 5,605 |

Reporting Owners

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

Signatures

/s/ Marcel Verbaas as
Attorney-in-Fact

02/07/2017

**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).
- Each share unit represents the contingent right to receive one share of Common Stock. This transaction represents the settlement in shares
- (1) of Common Stock of vested contingent share units issued under the Xenia Hotels & Resorts, Inc. 2014 Share Unit Plan (the "2014 Share Unit Plan").
- The remaining contingent share units vest and become payable in one final installment on February 4, 2018. The contingent share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject to earlier settlement upon termination of the
- (2) Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

Remarks:

Senior Vice President and Chief Investment 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.