

Chatham Lodging Trust
Form 8-K
May 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 17, 2013

CHATHAM LODGING TRUST

(Exact name of registrant as specified in its charter)

Maryland

001-34693

27-1200777

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

50 Coconut Row, Suite 211, Palm Beach,
Florida

33480

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(561) 802-4477

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On May 17, 2013, Chatham Lodging Trust (the Company) held its Annual Meeting of Shareholders. The matters on which the shareholders voted, in person or by proxy were:

- (i) for the election of the Trustees of the Company to serve until our 2014 Annual Meeting of Shareholders and until their successors are duly elected and qualified;
- (ii) the ratification of the selection of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accountants for the year ending December 31, 2013;
- (iii) approval, in an advisory and non-binding vote, of the compensation of the Company's named executive officers; and
- (iv) approval of the Company's Amended and Restated Equity Incentive Plan.

All of the nominees were elected, the ratification to select the independent registered public accountants was approved, the compensation of the Company's named executive officers was approved, and the Company's Amended and Restated Equity Incentive Plan was approved. The results of the voting were as follows:

| Trustee | Votes For | Votes Against/Withheld | Abstain | Broker Non-Votes |
|---------------------|------------|---------------------------|---------|------------------|
| Jeffrey H. Fisher | 14,754,632 | 185,475 | 0 | 1,921,342 |
| Miles Berger | 14,699,429 | 240,678 | 0 | 1,921,342 |
| Thomas J. Crocker | 14,784,813 | 155,294 | 0 | 1,921,342 |
| Jack P. DeBoer | 14,852,849 | 87,258 | 0 | 1,921,342 |
| Glen R. Gilbert | 14,856,746 | 83,361 | 0 | 1,921,342 |
| C. Gerald Goldsmith | 14,685,950 | 254,157 | 0 | 1,921,342 |
| Robert Perlmutter | 14,856,746 | 83,361 | 0 | 1,921,342 |
| Rolf E. Ruhfus | 14,856,746 | 83,361 | 0 | 1,921,342 |
| Joel F. Zemans | 14,703,952 | 236,155 | 0 | 1,921,342 |

Ratification of the selection of independent registered public accountants:

| | | |
|------------|---------------|-------------|
| Votes For | Votes Against | Abstentions |
| 16,426,523 | 400,439 | 34,487 |

Approval of compensation of named executive officers:

| | | | |
|------------|---------------|-------------|------------------|
| Votes For | Votes Against | Abstentions | Broker Non-Votes |
| 14,382,242 | 511,498 | 46,367 | 1,921,342 |

Approval of Amended and Restated Equity Incentive Plan:

| | | | |
|------------|---------------|-------------|------------------|
| Votes For | Votes Against | Abstentions | Broker Non-Votes |
| 10,401,130 | 4,494,311 | 44,666 | 1,921,342 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 17, 2013

CHATHAM LODGING TRUST

By: *Dennis M. Craven*

Name: Dennis M. Craven
Title: Chief Financial Officer