

Extended Stay America, Inc.  
Form 4  
August 13, 2014

**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 \*  
Centerbridge Credit Partners, L.P.

(Last) (First) (Middle)

375 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Extended Stay America, Inc. [STAY]

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

08/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Paired Shares	08/06/2014		D		1,516,217	D	\$ 21.0975 (13)
							8,977,061
							I
							See Footnotes (1) (2) (9) (10) (11) (12)
Paired Shares	08/06/2014		D		1,857,931	D	\$ 21.0975 (13)
							11,000,245
							I
							See Footnotes (1) (3) (9) (10) (11) (12)
Paired Shares	08/06/2014		D		650,851	D	\$ 21.0975 (13)
							3,853,490
							I
							See Footnotes (1) (4) (9) (10) (11) (12)

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Paired Shares	08/06/2014	D	1,941,293	D	\$ 21.0975 (13)	11,493,801	I	See Footnotes (1) (5) (9) (10) (11) (12)
Paired Shares	08/06/2014	D	1,940,569	D	\$ 21.0975 (13)	11,489,516	I	See Footnotes (1) (6) (9) (10) (11) (12)
Paired Shares	08/06/2014	D	129,988	D	\$ 21.0975 (13)	769,616	I	See Footnotes (1) (7) (9) (10) (11) (12)
Paired Shares	08/06/2014	D	13,151	D	\$ 21.0975 (13)	77,862	I	See Footnotes (1) (8) (9) (10) (11) (12)

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

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(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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Centerbridge Credit Partners, L.P.  
375 PARK AVENUE

X

12TH FLOOR  
NEW YORK, NY 10152

Centerbridge Credit Partners TE Intermediate I, L.P.  
C/O CENTERBRIDGE PARTNERS, L.P. X  
375 PARK AVENUE, 12TH FLOOR  
NEW YORK, NY 10152

Centerbridge Credit Partners Offshore Intermediate III, L.P.  
C/O CENTERBRIDGE PARTNERS, L.P. X  
375 PARK AVENUE, 12TH FLOOR  
NEW YORK, NY 10152

Centerbridge Capital Partners AIV VI-A, L.P.  
375 PARK AVENUE X  
12TH FLOOR  
NEW YORK, NY 10152

Centerbridge Capital Partners AIV VI-B, L.P.  
375 PARK AVENUE X  
12TH FLOOR  
NEW YORK, NY 10152

Centerbridge Capital Partners Strategic AIV I, L.P.  
375 PARK AVENUE, 12TH FLOOR X  
NEW YORK, NY 10152

Centerbridge Capital Partners SBS, L.P.  
375 PARK AVENUE X  
12TH FLOOR  
NEW YORK, NY 10152

## Signatures

Centerbridge Credit Partners, L.P.; By: Centerbridge Credit Partners General Partner, L.P., its general partner; By: Centerbridge Credit GP Investors, L.L.C., its general partner; By: Jeffrey H. Aronson, Authorized Signatory 08/13/2014

\_\_Signature of Reporting Person Date

Centerbridge Credit Partners TE Intermediate I, L.P.; By: Centerbridge Credit Partners General Partner, L.P., its general partner; By: Jeffrey H. Aronson, Authorized Signatory 08/13/2014

\_\_Signature of Reporting Person Date

Centerbridge Credit Partners Offshore Intermediate III, L.P.; By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner; By: Jeffrey H. Aronson, Authorized Signatory 08/13/2014

\_\_Signature of Reporting Person Date

Centerbridge Capital Partners AIV VI-A, L.P.; By: Centerbridge Associates, L.P., its general partner; By: Jeffrey H. Aronson, Authorized Signatory 08/13/2014

\_\_Signature of Reporting Person Date

Centerbridge Capital Partners AIV VI-B, L.P.; By: Centerbridge Associates, L.P., its general partner; By: Jeffrey H. Aronson, Authorized Signatory 08/13/2014

\_\_Signature of Reporting Person Date

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Centerbridge Capital Partners Strategic AIV I, L.P.; By: Centerbridge Associates, L.P., its general partner; By: /s/ Jeffrey H. Aronson, Authorized Signatory

08/13/2014

\_\_Signature of Reporting Person

Date

Centerbridge Capital Partners SBS, L.P.; By: Centerbridge Associates, L.P., its general partner; By: Jeffrey H. Aronson, Authorized Signatory

08/13/2014

\_\_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) Each Paired Share is comprised of one share of common stock, par value \$0.01 per share, of Extended Stay America, Inc. and one share of Class B Common Stock, par value \$0.01 per share, of ESH Hospitality, Inc., which shares are paired and traded as a single unit. A Form 4 reflecting the holdings of Paired Shares by the Reporting Persons shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.
- (2) These Paired Shares are directly held by Centerbridge Credit Partners, L.P.
- (3) These Paired Shares are directly held by Centerbridge Credit Partners TE Intermediate I, L.P.
- (4) These Paired Shares are directly held by Centerbridge Credit Partners Offshore Intermediate III, L.P.
- (5) These Paired Shares are directly held by Centerbridge Capital Partners AIV VI-A, L.P.
- (6) These Paired Shares are directly held by Centerbridge Capital Partners AIV VI-B, L.P.
- (7) These Paired Shares are directly held by Centerbridge Capital Partners Strategic AIV I, L.P.
- (8) These Paired Shares are directly held by Centerbridge Capital Partners SBS, L.P.
- (9) Centerbridge Credit Partners General Partner, L.P. is the general partner of Centerbridge Credit Partners, L.P. and Centerbridge Credit Partners TE Intermediate I, L.P. Centerbridge Credit GP Investors, L.L.C. is the general partner of Centerbridge Credit Partners General Partner, L.P. Centerbridge Credit Partners Offshore General Partner, L.P. is the general partner of Centerbridge Credit Partners Offshore Intermediate III, L.P. Centerbridge Credit Offshore GP Investors, L.L.C. is the general partner of Centerbridge Credit Partners Offshore General Partner, L.P. Centerbridge Associates, L.P. is the general partner of Centerbridge Capital Partners AIV VI-A, L.P., Centerbridge Capital Partners AIV VI-B, L.P., Centerbridge Capital Partners Strategic AIV I, L.P. and Centerbridge Capital Partners SBS, L.P. Centerbridge GP Investors, LLC is the general partner of Centerbridge Associates, L.P. (continued in Footnote 10)
- (10) (continued from Footnote 9) Jeffrey H. Aronson and Mark T. Gallogly, the managing members of Centerbridge Credit GP Investors, L.L.C., Centerbridge Credit Offshore GP Investors, L.L.C. and Centerbridge GP Investors, LLC, share the power to vote and invest the Paired Shares and shares of Preferred Stock held by Centerbridge Credit Partners, L.P., Centerbridge Credit Partners TE Intermediate I, L.P., Centerbridge Credit Partners Offshore Intermediate III, L.P., Centerbridge Capital Partners AIV VI-A, L.P., Centerbridge Capital Partners AIV VI-B, L.P., Centerbridge Capital Partners Strategic AIV I, L.P. and Centerbridge Capital Partners SBS, L.P. (continued in Footnote 11)
- (11) (continued from Footnote 10) Each of the Centerbridge entities (other than the Centerbridge entities that directly hold Paired Shares to the extent of their direct holdings) and Messrs. Gallogly and Aronson may be deemed to beneficially own the Paired Shares and shares of Preferred Stock beneficially owned by such direct holders directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (12) Due to the limitations of the Securities and Exchange Commission's EDGAR system, Centerbridge Credit Partners, L.P., Centerbridge Credit Partners TE Intermediate I, L.P., Centerbridge Credit Partners Offshore Intermediate III, L.P., Centerbridge Capital Partners AIV VI-A LP, Centerbridge Capital Partners AIV VI-B LP, Centerbridge Capital Partners Strategic AIV I, L.P. and Centerbridge Capital Partners SBS, L.P. have filed a separate Form 4.
- (13) In connection with the secondary offering of Paired Shares by certain selling shareholders pursuant to an underwriting agreement (the "Underwriting Agreement") and prospectus, each dated August 6, 2014, the reporting persons, as selling shareholders, sold Paired Shares in the amounts shown in the above table. This amount represents the \$21.75 price to public per Paired Share, less the underwriting discount of \$0.6525 per Paired Share.

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.