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Pebblebrook Hotel Trust  
Form 8-K  
September 09, 2014

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): September 9, 2014 (September 3, 2014)

PEBBLEBROOK HOTEL TRUST

\_\_\_\_\_  
(Exact name of Registrant as specified in its charter)

Maryland

001-34571

27-1055421

\_\_\_\_\_  
(State or Other Jurisdiction  
of Incorporation or Organization)

\_\_\_\_\_  
(Commission  
File Number)

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

2 Bethesda Metro Center, Suite 1530,  
Bethesda, Maryland

20814

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code: (240) 507-1300

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))
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Item 7.01. Regulation FD Disclosure.

On September 3, 2014, September 4, 2014 and September 9, 2014, Pebblebrook Hotel Trust (the “Company”) issued press releases relating to the launch, pricing and closing, respectively, of the offering of its common shares described under Item 8.01 of this Current Report on Form 8-K. Copies of those press releases are furnished as Exhibits 99.1, 99.2, and 99.3, respectively, to this Current Report on Form 8-K.

Item 8.01. Other Events.

On September 3, 2014, the Company and its operating partnership, Pebblebrook Hotel, L.P., entered into an underwriting agreement (the “Underwriting Agreement”) with Raymond James & Associates, Inc. (the “Underwriter”) relating to the issuance and sale of the Company’s common shares of beneficial interest, \$0.01 par value per share (“Common Shares”), pursuant to which the Underwriter agreed to purchase 3,000,000 Common Shares from the Company at a price of \$38.15 per share and was granted a 30-day option to purchase up to an additional 450,000 Common Shares from the Company on the same terms, which the Underwriter exercised in full. The closing of the offering and the option occurred on September 9, 2014.

The 3,450,000 Common Shares issued and sold pursuant to the Underwriting Agreement have been registered on the Company’s shelf registration statement on Form S-3 (File No. 333-194316), which became effective upon filing with the Securities and Exchange Commission (the “SEC”) on March 4, 2014.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and the description herein of the material terms of the Underwriting Agreement is qualified in its entirety by reference to that exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption “Underwriting” contained in the Company’s prospectus supplement, dated September 4, 2014, which has been filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which disclosure is hereby incorporated herein by reference.

In connection with the filing of the Underwriting Agreement, the Company is filing as Exhibit 5.1 to this Current Report on Form 8-K the opinion of its Maryland counsel, Venable LLP.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated September 3, 2014, by and among Pebblebrook Hotel Trust, Pebblebrook Hotel, L.P. and Raymond James & Associates Inc.
5.1	Opinion of Venable LLP, dated September 9, 2014, regarding the legality of the Common Shares.
23.1	Consent of Venable LLP (included in Exhibit 5.1 hereto).
99.1	Press release issued September 3, 2014.
99.2	Press release issued September 4, 2014.
99.3	Press release issued September 9, 2014.

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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.

PEBBLEBROOK HOTEL TRUST

Date: September 9, 2014

By: /s/ Raymond D. Martz  
Name: Raymond D. Martz  
Title: Executive Vice President, Chief Financial  
Officer, Treasurer and Secretary

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EXHIBIT INDEX

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