

Bennett Monty J
Form 4
March 01, 2019

FORM 4

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bennett Monty J

(Last) (First) (Middle)

14185 DALLAS
PARKWAY, SUITE 1100

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ashford Inc. [AINC]

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

02/27/2019

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)

CEO and Chairman of the Board

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)
Common Stock					14,154	I ⁽¹⁾	By MJB Operating, LP
Common Stock					115,477	I	By MJB Investments LP
Common Stock					53,726	I	By Dartmore LP
Common Stock					11,602	I	By Reserve, LP IV
					7,763	I	

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Common Stock						By Reserve, LP III
Common Stock	9,225 ⁽²⁾	I				By Ashford Financial Corporation

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

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SEC 1474
(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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Stock Options (right to purchase)	\$ 61.12	02/27/2019		A ⁽³⁾		90,000		02/27/2022	02/27/2029	Common Stock	
Stock Options (right to purchase)	\$ 94.96							03/14/2021	03/14/2028	Common Stock	
Stock Options (right to purchase)	\$ 57.71							10/03/2020	10/03/2027	Common Stock	
Stock Options (right to purchase)	\$ 57.34							04/18/2020	04/18/2027	Common Stock	
Stock Options (right to purchase)	\$ 45.59							03/31/2019	03/31/2026	Common Stock	
Stock Options (right to purchase)	\$ 85.97							12/11/2017	12/11/2022	Common Stock	
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Common Stock ⁽⁴⁾	

Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>	Common Stock ⁽⁴⁾
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>	Common Stock ⁽⁴⁾
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>	Common Stock ⁽⁴⁾
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>	Common Stock ⁽⁴⁾
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	<u>(4)</u>	<u>(4)</u>	Common Stock ⁽⁴⁾
Series B Convertible Preferred Stock ⁽⁵⁾	\$ 0.18 ⁽⁵⁾	08/08/2018 ⁽⁵⁾	<u>(5)</u>	Common Stock
Stock Units under Deferred Compensation Plan ⁽⁶⁾	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett Monty J 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	X	X	CEO and Chairman of the Board	

Signatures

/s/ Monty J. Bennett
03/01/2019

 ^{**}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) Previously reported as directly owned by the Reporting Person. Reflects the recent transfer of such securities to MJB Operating, LP, which is wholly-owned, directly or indirectly, by the Reporting Person.
- Reflects the Reporting Person's pecuniary interest in such securities held directly by Ashford Financial Corporation, of which the Reporting Person is a shareholder. The Reporting Person disclaims any beneficial interest in any other Common Units or any shares of the Issuer's common stock (or securities convertible into shares of the Issuer's common stock) held directly or indirectly by Ashford Financial Corporation.
- (2)

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- (3) The options were acquired from the Issuer in a grant under the Issuer's 2014 Incentive Plan.

Common units ("Common Units") in Ashford Hospitality Advisors LLC, the Issuer's operating subsidiary, owned by the Reporting

- (4) Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock on a 1-for-1 basis. The Common Units have no expiration date.

In connection with the transactions contemplated by the Combination Agreement, dated August 8, 2018, among the Issuer, the Reporting Person, Archie Bennett, Jr., Remington Holdings, L.P., Remington Holdings GP, LLC, Project Management LLC, MJB Investments, L.P., Mark A. Sharkey, Ashford Holding Corp. and Ashford Merger Sub Inc., the Reporting Person, directly or indirectly through certain

- (5) affiliates, acquired 4,000,000 shares of Series B Convertible Preferred Stock as reported herein. Such 4,000,000 shares of Series B Convertible Preferred Stock are convertible at any time and from time to time, in full or partially, into 714,286 shares of the Issuer's common stock at a conversion ratio equal to the liquidation preference of a share of Series B Convertible Preferred Stock, par value \$25.00, divided by \$140, subject to adjustment.

Each Stock Unit entitles the Reporting Person to receive one share of the Issuer's common stock on the date (or dates) elected by the

- (6) Reporting Person under the Ashford Inc. Amended and Restated Nonqualified Deferred Compensation Plan (originally adopted by Ashford Hospitality Trust, Inc., effective January 1, 2008) assumed by the Issuer, effective November 12, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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