#### HERSHA HOSPITALITY TRUST

Form 5

February 13, 2015

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Shah Jay H Symbol HERSHA HOSPITALITY TRUST (Check all applicable) [HT] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2014 Chief Executive Officer 44 HERSHA DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HARRISBURG, Â PAÂ 17102 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Class A Common 1,352,119 Â Â Â Â Â Â Â Shares of D (1) Beneficial Interest Class A By Jay Common and Susie Â Â Â Â Â Â Shares of 300,000 I Shah 2008 Beneficial Family Interest Trust (2)

**OMB APPROVAL** 

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

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SEC 2270 (9-02)

of D

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	
Derivative	Conversion	(Month/Day/Year)	•	Transaction	Number	Expiration D		Amou		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
					,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
					(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Shah Jay H 44 HERSHA DRIVE HARRISBURG, PA 17102	ÂX	Â	Chief Executive Officer	Â			

## **Signatures**

/s/ Ashish R. Parikh, as attorney-in-fact 02/13/2015

\*\*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).
- On December 23, 2014, the Reporting Person filed a Form 4 reporting 1,351,565 Class A common shares of beneficial interest directly owned. This Form 5 is being filed to correct the number of shares directly owned to 1,352,119. The correction is due to shares issued as a result of participating in a dividend reinvestment plan. There have been no acquisitions or dispositions by the Reporting Person of securities issued by Hersha Hospitality Trust since December 23, 2014.
- (2) The Reporting Person disclaims beneficial ownership of these securities, as this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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