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HERSHA HOSPITALITY TRUST
Form 8-K
September 22, 2004

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 20, 2004

HERSHA HOSPITALITY TRUST
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND	001-14765	251811499
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

510 WALNUT STREET, 9TH FLOOR
PHILADELPHIA, PENNSYLVANIA 19106
(Address and zip code of
principal executive offices)

Registrant's telephone number, including area code: (215) 238-1046

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 (see General Instructions A.2. below):

- 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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 OTHER EVENTS.

On September 20, 2004, Hersha Hospitality Trust (the "Company") announced that it has entered into an underwriting agreement with Citigroup Global Markets Inc. ("Citigroup") pursuant to which it has agreed to sell to Citigroup an

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aggregate of 3,500,000 of its common shares of beneficial interest (the "Underwriting Agreement"). The Underwriting Agreement grants Citigroup a 30-day over-allotment option to purchase up to an additional 525,000 common shares. The net proceeds of the offering to the Company will be approximately \$32.8 million. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference.

On September 20, 2004, the Company issued a press release with respect to the Underwriting Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit 1.1 Underwriting Agreement, dated September 20, 2004, by and between the Company and Citigroup Global Markets Inc.

Exhibit 99.1 Press Release with respect to the Underwriting Agreement, dated September 20, 2004.

SIGNATURE

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 thereunto duly authorized.

HERSHA HOSPITALITY TRUST

Date: September 22, 2004

By: /s/ Ashish R. Parikh

Ashish R. Parikh
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT DESCRIPTION

EXHIBIT	DESCRIPTION
1.1	Underwriting Agreement, dated September 20, 2004, by and between the Company and Citigroup Global Markets Inc.
99.1	Press Release with respect to the Underwriting Agreement, dated September 20, 2004.