

Chesapeake Lodging Trust  
Form 424B5  
July 10, 2012  
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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-172310

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

**Subject to Completion, dated July 10, 2012**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

(To Prospectus dated February 28, 2011)

**Shares**

**CHESAPEAKE LODGING TRUST**  
**% Series A Cumulative Redeemable Preferred Shares**  
**(Liquidation Preference \$25 Per Share)**

We are offering \_\_\_\_\_ of our \_\_\_\_\_ % Series A Cumulative Redeemable Preferred Shares, par value \$0.01 per share, which we refer to as our Series A Preferred Shares. This is our original issuance of Series A Preferred Shares, and we have no other preferred shares outstanding.

Dividends on the Series A Preferred Shares will be payable quarterly in arrears on or about the 15th day of January, April, July, and October of each year. The dividend rate is \_\_\_\_\_ % per annum of the \$25.00 liquidation preference, which is equivalent to \$ \_\_\_\_\_ per share. The first dividend on the Series A Preferred Shares sold in this offering will be paid on October 15, 2012 and will be in the amount of \$ \_\_\_\_\_ per share.

Generally, we may not redeem the Series A Preferred Shares until \_\_\_\_\_, 2017. On and after \_\_\_\_\_, 2017, we may, at our option, redeem the Series A Preferred Shares, in whole or from time to time in part, by paying \$25.00 per share, plus any accrued and unpaid dividends to, but not including, the date of redemption. In addition, upon the occurrence of a Change of Control (as defined herein), as a result of which neither our common shares of beneficial interest, par value \$0.01 per share, nor the common securities of the acquiring or surviving entity (or American Depositary Receipts, or ADRs, representing such common securities) are listed on the New York Stock Exchange, or NYSE, the NYSE Amex Equities, or NYSE Amex, or the NASDAQ Stock Market, or NASDAQ, or

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listed or quoted on a successor exchange or quotation system, we may, at our option, redeem the Series A Preferred Shares, in whole or in part within 120 days after the first date on which such Change of Control occurred, by paying \$25.00 per share, plus any accrued and unpaid dividends to, but not including, the date of redemption. If we exercise any of our redemption rights relating to the Series A Preferred Shares, the holders of Series A Preferred Shares will not be permitted to exercise the conversion right described below in respect of their shares called for redemption. The Series A Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us or converted in connection with a Change of Control by the holders of Series A Preferred Shares.

Upon the occurrence of a Change of Control, each holder of Series A Preferred Shares will have the right (subject to our right to redeem the Series A Preferred Shares in whole or in part, as described above, prior to the Change of Control Conversion Date (as defined herein)) to convert some or all of the Series A Preferred Shares held by such holder on the Change of Control Conversion Date into a number of our common shares per Series A Preferred Share to be converted equal to the lesser of the following, subject, in each case, to provisions for the receipt of alternative consideration as described herein:

(A) the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series A Preferred Share dividend payment and prior to the corresponding Series A Preferred Share dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Share Price (as defined herein); and

(B) \_\_\_\_\_, or the Share Cap, subject to certain adjustments; subject, in each case, to provisions for the receipt of alternative consideration as described in this prospectus supplement.

We intend to file an application to list the Series A Preferred Shares on the NYSE under the symbol CHSPPrA. If the application is approved, we expect trading to commence within 30 days after the initial delivery of the Series A Preferred Shares. Our common shares are traded on the NYSE under the symbol CHSP.

The Series A Preferred Shares are subject to certain restrictions on ownership designed to preserve our qualification as a real estate investment trust, or REIT, for federal income tax purposes. See Description of Our Series A Preferred Shares Restrictions on Ownership and Transfer in this prospectus supplement and Description of Shares of Beneficial Interest Restrictions on Ownership and Transfer Applicable to Our Shares of Beneficial Interest in the accompanying prospectus. In addition, except under limited circumstances as described in this prospectus supplement, holders of our Series A Preferred Shares generally will not have any voting rights.

**Investing in our Series A Preferred Shares involves risks. See Risk Factors beginning on page S-9 of this prospectus supplement, and the risks set forth under the caption Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2011, which is incorporated by reference herein.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

	Per Share	Total
Public Offering Price	\$	\$
Underwriting Discount	\$	\$
Proceeds to us (before expenses)	\$	\$
We have granted the underwriters the option to purchase up to _____ additional Series A Preferred Shares on the same terms and conditions set forth above within 30 days of the date of this prospectus supplement.		

The underwriters expect to deliver the Series A Preferred Shares on or about July \_\_\_\_\_, 2012.

*Joint Book-Running Managers*

**Wells Fargo Securities**

**J.P. Morgan**

**RBC Capital Markets**

*Co-Managers*

**Baird**

Prospectus Supplement dated July , 2012

**Deutsche Bank Securities**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein and therein. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, the information in this prospectus supplement shall control. In addition, any statement in a filing we make with the Securities and Exchange Commission, or SEC, that adds to, updates or changes information contained in an earlier filing we made with the SEC shall be deemed to modify and supersede such information in the earlier filing.

You should read this document together with additional information described under the headings "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus supplement. You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus required to be filed with the SEC. Neither we nor the underwriters have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information in this prospectus supplement and the accompanying prospectus, as well as the information we have previously filed with the SEC and incorporated by reference in this document, is accurate only as of its date or the date which is specified in those documents. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

References in this prospectus supplement to Chesapeake, we, us, our or the Trust are to Chesapeake Lodging Trust and its subsidiaries, including Chesapeake Lodging, L.P., which we refer to as our operating partnership. The term you refers to a prospective investor.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND PROJECTIONS**

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements relate to future events or our future financial performance. We generally identify forward-looking statements by terminology such as may, will, should, expects, plans, anticipate, could, intends, target, projects, contemplates, believes, estimates, predicts, potential or continue or the negative of these terms or words. These statements are only predictions. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause the Trust's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. The Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business sections of our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 24, 2012, as well as other sections included or incorporated by reference into this prospectus supplement, discuss some of the factors that could contribute to these differences, including, but not limited to:

our ability to qualify and maintain qualification as a REIT;

general volatility of the capital markets and the market price of our securities;

changes in our business or investment strategy;

availability, terms and deployment of capital;

availability of and our ability to retain qualified personnel;

actions and initiatives of the U.S. government, changes to U.S. government policies and the execution and impact of these actions, initiatives and policies;

changes in our industry and the markets in which we operate, interest rates or the general U.S. or international economy;

economic trends and economic recoveries; and

the degree and nature of our competition.

The forward-looking statements made in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as required by law.

This prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein also contain market data related to our business and industry. This market data includes projections that are based on a number of assumptions. If these assumptions turn out to be incorrect, actual results may differ from the projections based on these assumptions. As a result, our markets may not grow at the rates projected by these data, or at all. The failure of these markets to grow at these projected rates may have a material adverse effect on our business, financial condition, results of operations and the market price of our securities.



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*This summary highlights selected information from this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. It does not contain all of the information that may be important to you. We encourage you to carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference, especially the Risk Factors section in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 24, 2012, before making an investment decision.*

**Overview**

We are a self-advised REIT focused on investments in primarily upper-upscale hotels in major business and convention markets and, on a selective basis, premium select-service hotels in urban settings or unique locations in the United States. We believe industry dynamics since our inception have created and will continue to create attractive opportunities to acquire high-quality hotels, at prices below replacement costs, with attractive yields on investment and significant upside potential. We were organized in June 2009, completed our initial public offering, or IPO, in January 2010 and have since acquired or committed to acquire the following 13 hotels:

<b>Hotel</b>	<b>Location</b>	<b>Rooms</b>	<b>Acquisition Date</b>
Hyatt Regency Boston	Boston, MA	502	March 18, 2010
Hilton Checkers Los Angeles	Los Angeles, CA	188	June 1, 2010
Courtyard Anaheim at Disneyland Resort	Anaheim, CA	153	July 30, 2010
Boston Marriott Newton	Newton, MA	430	July 30, 2010
Le Meridien San Francisco	San Francisco, CA	360	December 15, 2010
Homewood Suites Seattle Convention Center	Seattle, WA	195	May 2, 2011
W Chicago City Center	Chicago, IL	368	May 10, 2011
Hotel Indigo San Diego Gaslamp Quarter	San Diego, CA	210	June 17, 2011
Courtyard Washington Capitol Hill/Navy Yard	Washington, DC	204	June 30, 2011
Hotel Adagio	San Francisco, CA	171	July 8, 2011
Denver Marriott City Center	Denver, CO	613	October 3, 2011
Holiday Inn New York City Midtown 31st Street	New York, NY	122	December 22, 2011
Hyatt Place New York Midtown South	New York, NY	185	Under contract

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Substantially all of our assets are held by, and all of our operations are conducted through, Chesapeake Lodging, L.P., our operating partnership. In order for us to qualify as a REIT, neither the Trust nor the operating partnership can operate hotels directly. Therefore, the operating partnership leases its hotels to a wholly owned taxable REIT subsidiary, or TRS, that, in turn, engages hotel management companies to operate our hotels pursuant to management agreements.

**Corporate Information**

Our corporate office is located at 1997 Annapolis Exchange Parkway, Suite 410, Annapolis, Maryland 21401. Our telephone number is (410) 972-4140. We maintain an Internet site, [www.chesapeakelodgingtrust.com](http://www.chesapeakelodgingtrust.com), which contains additional information concerning us. Information on our Internet site is neither part of nor incorporated by reference into this prospectus supplement or the accompanying prospectus.

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### **Recent Developments**

The following is a summary of recent developments in our financial condition and business.

#### ***Acquisition Activity***

On January 31, 2012, we announced that we had entered into a definitive agreement to acquire the 185-room Hyatt Place New York Midtown South located in New York, New York for a purchase price of \$76.2 million. The hotel is currently under development and closing on the proposed acquisition is expected to occur following the completion of the hotel by the seller, anticipated in the third quarter of 2012, and satisfaction of customary closing conditions. In conjunction with signing the definitive agreement, we agreed to loan the seller \$6.5 million, the proceeds of which will be used toward completing construction of the hotel. The loan bears interest at 6.0% per annum and is secured by a second mortgage lien on the hotel. The loan matures at the earlier of the closing on the hotel acquisition or December 31, 2012, but may be extended under certain circumstances as set forth in the loan agreement.

#### ***Potential Future Acquisitions***

In addition to the hotel we have under contract, we have identified and are in various stages of reviewing and negotiating a number of additional potential hotel acquisition opportunities, and we expect to be able to deploy or commit the net proceeds of the offering within the next 90-120 days. We cannot assure you that we will be able to acquire any of the hotels we are currently evaluating. Any acquisition would require us to negotiate and execute a mutually acceptable definitive and binding purchase and sale agreement with the seller of a property, which we expect will contain a number of conditions to closing the acquisitions, including:

our ability to negotiate and execute new management agreements and franchise agreements, or assume the existing agreements, for the properties;

our completion of satisfactory due diligence with respect to the properties; and

satisfaction of customary closing conditions including, where applicable, lender approval of our assumption of existing debt secured by the hotel.

#### ***Ongoing Renovations and Return-On-Investment Projects***

We continue to proactively asset manage our current hotel portfolio and invest in select return-on-investment projects to generate strong internal growth. The ongoing renovation and repositioning at our Hotel Adagio in San Francisco is expected to be completed in the third quarter of 2012 and involves a full redesign of guestrooms, lobby, lounge, restaurant and meeting space. Also, the addition of 35 rooms to the top two vacant floors of our W Chicago City Center is expected to be completed in the fourth quarter of 2012.

We are also in the process of, and plan to complete in the near future, capital projects at certain other properties, including the following:

Hyatt Regency Boston: Addition of four guest rooms and renovation of lobby, lobby lounge, presidential suite and meeting space, expected to be completed in the third quarter of 2012.

Le Meridien San Francisco: Lobby repositioning, including expanded bar operation, expected to be completed in the fourth quarter of 2012.

Denver Marriott City Center: Restaurant, lobby lounge and meeting space renovation, and addition of 5,000 square feet of meeting space, expected to be completed in the fourth quarter of 2012.

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Hilton Checkers Los Angeles: Presidential suite renovation, relocation of fitness center, creation of premiere penthouse suite and addition of three guest rooms, expected to be completed in the fourth quarter of 2012.

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Hotel Indigo Gaslamp Quarter San Diego: Creation of a rooftop bar, expected to be completed in the third quarter of 2012.

Holiday Inn New York City Midtown 31st Street: Creation of a rooftop bar, expected to be completed in the fourth quarter of 2012.

***Financing Activity***

On July 3, 2012, we entered into a loan agreement with an affiliate of Wells Fargo Securities, LLC, an underwriter for this offering, for a \$60 million loan, of which (1) \$25 million was advanced by the lender upon the closing on the loan on July 3, 2012 and is secured by the Holiday Inn New York City Midtown 31st Street and (2) \$35 million will be advanced by the lender upon the closing on our acquisition of the Hyatt Place New York Midtown South and satisfaction of customary closing conditions. Following that subsequent closing, the entire \$60.0 million principal amount of the loan will be secured by both hotels. The \$60 million loan has a term of two years commencing upon the initial closing on the loan, subject to three one-year extensions that may be exercised subject to certain customary conditions, and bears interest equal to LIBOR plus 3.25%. In connection with the initial closing on the loan, we entered into an interest rate swap to effectively fix the interest rate on the initial \$25 million advance for the original two-year term at 3.75% per annum. We also expect to enter into an interest rate swap to fix the interest rate on the subsequent \$35 million advance over the remaining term of the loan. In connection with the initial closing on the loan, we paid the lender customary closing fees and used \$20 million of the net proceeds to repay indebtedness outstanding under our revolving credit facility and the remainder for general corporate purposes. We expect to use the net proceeds from the subsequent closing on the loan to fund a portion of the purchase price payable in connection with our acquisition of the Hyatt Place New York Midtown South, although there can be no assurances as to whether or when the subsequent closing will occur.

In addition, we have received a commitment from a lender for a \$70 million loan to be secured by the Denver Marriott City Center. Under the terms of the commitment letter, the loan will have a term of 30 years but will be callable by the lender after 10 years, and we expect the lender to call the loan promptly at 10 years. Under the terms of the commitment letter, the loan will carry a fixed interest rate of 4.90% per annum, with principal and interest payments calculated based on a 30-year amortization. Closing on the loan is expected to occur within the next 30 days. We expect to use the net proceeds to repay any indebtedness under our revolving credit facility that may be outstanding at the time of the loan closing. Any remaining net proceeds will be used for future hotel acquisitions or general corporate purposes. Upon closing of the loan, the Denver Marriott City Center will be removed from the collateral pool securing our revolving credit facility, which will reduce the maximum borrowing capacity under that facility to \$165 million, assuming that all of the other hotels currently in the collateral pool remain in the collateral pool and that no other hotels are added to it. There can be no assurance that we will close this loan on the terms or timing described above, or at all.

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**The Offering**

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the Series A Preferred Shares, see Description of Our Series A Preferred Shares in this prospectus supplement and Description of Shares of Beneficial Interest Description of Preferred Shares of Beneficial Interest in the accompanying prospectus.

References in this prospectus supplement to: (i) our junior equity securities mean our common shares of beneficial interest, par value \$0.01 per share, or our common shares, and any equity securities we may authorize or issue in the future that rank junior to the Series A Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up; (ii) our parity equity securities mean any equity securities we may authorize or issue in the future that by their terms rank on a par with the Series A Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up; and (iii) our senior equity securities mean any equity securities we may authorize or issue in the future that by their terms rank senior to the Series A Preferred Shares with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up. The term equity securities does not include any convertible debt securities we may authorize or issue in the future.

**Issuer** Chesapeake Lodging Trust

**Securities Offered** Series A Cumulative Redeemable Preferred Shares, par value \$0.01 per share ( shares if the underwriters exercise their over-allotment option in full). We reserve the right to reopen this series and issue additional Series A Preferred Shares either through public or private sales at any time.

**Dividends** Holders of Series A Preferred Shares will be entitled to receive cumulative cash dividends on the Series A Preferred Shares at the rate of % per annum of the \$25.00 per share liquidation preference, which is equivalent to \$ per annum per share. Dividends on the Series A Preferred Shares will be payable quarterly in arrears on or about the 15th day of January, April, July and October of each year (or, if not a business day, the next business day). The first dividend on the Series A Preferred Shares sold in this offering will be paid on , 2012 and will be in the amount of \$ per share.

**No Maturity** The Series A Preferred Shares have no maturity date. We are not required to redeem the Series A Preferred Shares, and we are not required to set aside funds to redeem the Series A Preferred Shares. Accordingly, the Series A Preferred Shares will remain outstanding indefinitely unless we decide to redeem them or, under circumstances where the holders of Series A Preferred Shares have a conversion right, such holders decide to convert their shares into our common shares.

**Optional Redemption** We may not redeem the Series A Preferred Shares prior to , 2017, except as described below under Special Optional Redemption and in limited circumstances relating to our continuing qualification as a REIT, as described below under Restrictions on Ownership and Transfer. On and after , 2017, we may, at our option, redeem the Series A Preferred Shares, in whole, at any time, or in part, from time to

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time, by paying \$25.00 per share, plus any accrued and unpaid dividends (whether or not declared) to, but not including, the date of redemption.

**Special Optional Redemption**

In the event of a Change of Control (as defined below), we may, at our option, exercise our special optional redemption right to redeem the Series A Preferred Shares, in whole or in part within 120 days after the first date on which such Change of Control occurred, by paying \$25.00 per share, plus any accrued and unpaid dividends (whether or not declared) to, but not including, the date of redemption. If, prior to the Change of Control Conversion Date, we provide or have provided notice of our election to redeem some or all of the Series A Preferred Shares (whether pursuant to our optional redemption right described above or this special optional redemption right), the holders of Series A Preferred Shares will not be permitted to exercise the conversion right described below in respect of their shares called for redemption.

A Change of Control is when, after the original issuance of the Series A Preferred Shares, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of the Trust entitling that person to exercise more than 50% of the total voting power of all shares of the Trust entitled to vote generally in elections of trustees (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and

following the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity has a class of common securities (or ADRs representing such common securities) listed on the NYSE, the NYSE Amex or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or NASDAQ.

**Conversion Rights**

Except to the extent that we have elected to exercise our optional redemption right or our special optional redemption right by providing a notice of redemption prior to the Change of Control Conversion Date, upon the occurrence of a Change of Control, each holder of Series A Preferred Shares will have the right to convert some or all of the Series A Preferred Shares held by such holder on the Change of Control Conversion Date into a number of our common shares per Series A Preferred Share to be converted equal to the lesser of the following,

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subject, in each case, to provisions for the receipt of alternative consideration upon conversion as described herein:

the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and unpaid dividends to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series A Preferred Share dividend payment and prior to the corresponding Series A Preferred Share dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Share Price; and

(the Share Cap ), subject to certain adjustments;

subject, in each case, to provisions for the receipt of alternative consideration as described in this prospectus supplement.

If, prior to the Change of Control Conversion Date, we have provided a redemption notice with respect to some or all of the Series A Preferred Shares, holders of any Series A Preferred Shares that we have called for redemption will not be permitted to exercise their Change of Control Conversion Right in respect of any of their Series A Preferred Shares that have been called for redemption, and any Series A Preferred Shares subsequently called for redemption that have been tendered for conversion will be redeemed on the applicable date of redemption instead of converted on the Change of Control Conversion Date.

For definitions of Change of Control Conversion Right, Change of Control Conversion Date and Common Share Price and for a description of the adjustments and provisions for the receipt of alternative consideration that may be applicable to the Change of Control Conversion Right, see Description of Our Series A Preferred Shares Conversion Rights.

Except as provided above in connection with a Change of Control, the Series A Preferred Shares are not convertible into or exchangeable for any other securities or property.

**Liquidation Preference**

In the event of our liquidation, dissolution or winding up, the holders of Series A Preferred Shares will be entitled to be paid out of our assets legally available for distribution to our shareholders a liquidation preference in cash or property, at fair market value as determined by our Board of Trustees, of \$25.00 per share, plus any accrued and unpaid dividends (whether or not declared) to, but not including, the date of the payment. Holders of Series A Preferred Shares will be entitled to receive this liquidating distribution before we distribute any assets to holders of our common shares and any other junior equity securities.

**Ranking**

The Series A Preferred Shares rank, with respect to the payment of dividends and the distribution of assets in the event of our liquidation, dissolution or winding up: (i) senior to our common shares and our other junior equity securities, if any; (ii) pari



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passu with our parity equity securities, if any; and (iii) junior to all of our existing and future indebtedness and our senior equity securities, if any.

**Voting Rights**

Holders of Series A Preferred Shares generally will have no voting rights. However, if we do not pay dividends on the Series A Preferred Shares for six quarterly periods, whether or not consecutive, the holders of Series A Preferred Shares (voting as a single class with the holders of our parity equity securities, if any, having similar voting rights) will be entitled to vote for the election of two additional trustees to serve on our Board of Trustees until we pay all dividends that we owe on the Series A Preferred Shares. In addition, the affirmative vote of the holders of at least two-thirds of the outstanding Series A Preferred Shares at the time (voting as a separate class) is required for us to authorize, create or increase the number of any class or series of senior equity securities or to amend our declaration of trust (including the articles supplementary designating the Series A Preferred Shares) in a manner that materially and adversely affects the rights of the holders of Series A Preferred Shares.

Among other things, we may, without any vote of the holders of Series A Preferred Shares, issue additional Series A Preferred Shares or authorize and issue additional classes or series of parity equity securities.

**Information Rights**

During any period in which we are not subject to the reporting requirements of Section 13 or Section 15(d) of the Exchange Act and any Series A Preferred Shares are outstanding, we will (i) transmit by mail or other permissible means under the Exchange Act to all holders of Series A Preferred Shares as their names and addresses appear in our record books and without cost to such holders, copies of the Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q that we would have been required to file with the SEC pursuant to Section 13 or Section 15(d) of the Exchange Act if we were subject thereto (other than any exhibits that would have been required) and (ii) within 15 days following written request, supply copies of such reports to any prospective holder of the Series A Preferred Shares. We will mail (or otherwise provide) the reports to the holders of Series A Preferred Shares within 15 days after the respective dates by which we would have been required to file such reports with the SEC if we were subject to Section 13 or Section 15(d) of the Exchange Act.

**Listing**

We intend to file an application to list the Series A Preferred Shares on the NYSE under the symbol CHSPPrA. If the application is approved, we expect trading to commence within 30 days after the initial delivery of the Series A Preferred Shares.

**Restrictions on Ownership and Transfer**

To assist us in maintaining our qualification as a REIT, our declaration of trust provides no person, other than a person that has received an exemption, may own directly or indirectly, or be

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deemed to own by virtue of certain attribution provisions of the Internal Revenue Code, more than 9.8%, in value or number of shares, whichever is more restrictive, of any class or series of our outstanding common shares or preferred shares, including Series A Preferred Shares. These provisions may limit the ability of the holders of Series A Preferred Shares to convert their Series A Preferred Shares into our common shares. Our Board of Trustees may, in its sole discretion, exempt a person from the 9.8% ownership limit under certain circumstances. For more information, see Description of Shares of Beneficial Interest Restrictions on Ownership and Transfer Applicable to Our Shares of Beneficial Interest on page 14 of the accompanying prospectus.

**Use of Proceeds**

We estimate that the net proceeds of this offering will be approximately \$ million (or approximately \$ million if the underwriters exercise their over-allotment option in full), after deducting the underwriting discount and other estimated offering expenses payable by us. We intend to contribute the net proceeds of this offering to our operating partnership in exchange for Series A Preferred Units. Our operating partnership intends to use the net proceeds to repay debt outstanding on our revolving credit facility and other general corporate purposes. See Use of Proceeds in this prospectus supplement.

**Conflicts of Interest**

As described in Use of Proceeds, we expect to contribute the net proceeds from this offering to our operating partnership, which will use the net proceeds to repay debt outstanding on our revolving credit facility. Affiliates of some of the underwriters of this offering are lenders under our revolving credit facility and will receive a pro rata portion of the net proceeds used to repay debt outstanding on our revolving credit facility. See Underwriting (Conflicts of Interest).

**Risk Factors**

See Risk Factors on page S-9 of this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 24, 2012 and incorporated by reference into this prospectus supplement, for other information you should consider before buying our Series A Preferred Shares.

**Tax Consequences**

The U.S. federal income tax consequences of owning and disposing of the Series A Preferred Shares are summarized in Additional U.S. Federal Income Tax Considerations on page S-27 of this prospectus supplement, which disclosure supplements the discussion of tax matters in our Current Report on Form 8-K filed with the SEC on March 1, 2012.

**Settlement Date**

The Series A Preferred Shares will be delivered through the facilities of The Depository Trust Company ( DTC ) on or about July , 2012.

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**RISK FACTORS**

*Investing in our Series A Preferred Shares will provide you with an equity ownership in the Trust. As one of our shareholders, you will be subject to risks inherent in our business. The trading price of our Series A Preferred Shares will be affected by the performance of our business relative to, among other things, competition, market conditions and general economic and industry conditions. The value of your investment may decrease, resulting in a loss. You should carefully consider the following factors as well as the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2011, which is incorporated by reference into this prospectus supplement, before deciding to invest in our Series A Preferred Shares.*

**Risks Relating to this Offering**

***Our Series A Preferred Shares are subordinate to our debt, and your interests could be diluted by the issuance of additional preferred shares, including additional Series A Preferred Shares, and by other transactions.***

The Series A Preferred Shares are equity interests in the Trust and do not constitute indebtedness. As a result, our Series A Preferred Shares are subordinate to all of our existing and future debt. As described below, our existing debt restricts, and our future debt may include restrictions on, our ability to pay dividends to preferred shareholders. Our declaration of trust currently authorizes the issuance of up to 100,000,000 preferred shares in one or more series. The issuance of additional preferred shares on parity with or senior to our Series A Preferred Shares would dilute the interests of the holders of our Series A Preferred Shares, and any issuance of preferred shares senior to our Series A Preferred Shares or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Series A Preferred Shares. Other than the conversion right afforded to holders of Series A Preferred Shares that may be exercised in connection with a change of control as described under Description of the Series A Preferred Shares Conversion Rights below, the provisions relating to our Series A Preferred Shares do not afford the holders of our Series A Preferred Shares protection in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all our assets or business, that might adversely affect the holders of our Series A Preferred Shares, so long as the rights of the holders of our Series A Preferred Shares are not materially and adversely affected.

***Future offerings of debt or senior equity securities may adversely affect the market price of the Series A Preferred Shares.***

If we decide to issue debt or senior equity securities in the future, it is possible that these securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of the Series A Preferred Shares and may result in dilution to owners of the Series A Preferred Shares. We and, indirectly, our shareholders, will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of the Series A Preferred Shares will bear the risk of our future offerings reducing the market price of the Series A Preferred Shares and diluting the value of their shareholdings in us.

***We have significant outstanding indebtedness that exposes us to the risk of default under our debt obligations, which could adversely impact our ability to meet our obligations under our Series A Preferred Shares.***

As of March 31, 2012, we had approximately \$417.2 million of outstanding consolidated indebtedness. We may incur additional debt for various purposes, including, without limitation, to fund future acquisitions, development activities and operational needs. Our outstanding indebtedness, and the limitations imposed on us by our debt agreements, could have significant adverse consequences and make it more difficult for us to satisfy our obligations with respect to our Series A Preferred Shares, including paying quarterly dividends.

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***Our outstanding debt obligations restrict our ability to pay dividends on our Series A Preferred Shares.***

We and our subsidiaries, including our operating partnership, are, and may in the future become, parties to agreements and instruments, which, among other things, restrict or prevent the payment of dividends on our classes and series of shares. For example, under the terms of our revolving credit facility, we are required to comply with various financial covenants, including that we maintain a maximum leverage ratio of less than or equal to 60% (55% during any extension period) of total assets (as defined in the credit agreement governing our revolving credit facility); a fixed charge coverage ratio (adjusted EBITDA divided by fixed charges) equal to or greater than 1.50 to 1.00; a minimum tangible net worth of at least \$458.7 million plus 85% of the net cash proceeds from subsequent offerings of equity securities; and aggregate operating property values for all of the hotels securing the facility of not less than \$250 million. Our revolving credit facility also requires us to comply with various negative covenants, including limits on our ability to make certain restricted payments such as dividend payments and share repurchases. Our inability to meet the various financial and operating covenants contained in our debt instruments, including those discussed above, could result in us being limited in the amount of dividends we would be permitted to pay on our Series A Preferred Shares.

***As a holder of Series A Preferred Shares, you will have extremely limited voting rights.***

Your voting rights as a holder of Series A Preferred Shares will be limited. Our common shares are the only class of our securities that carry full voting rights. Voting rights for holders of Series A Preferred Shares will exist primarily with respect to the ability to elect, together with holders of our parity equity securities having similar voting rights, if any, two additional trustees to our Board of Trustees in the event that six quarterly dividends (whether or not consecutive) payable on the Series A Preferred Shares are in arrears, and with respect to voting on amendments to our declaration of trust or articles supplementary relating to the Series A Preferred Shares that materially and adversely affect the rights of the holders of Series A Preferred Shares or create additional classes or series of senior equity securities. See Description of Our Series A Preferred Shares Voting Rights in this prospectus supplement. Other than the limited circumstances described in this prospectus supplement, holders of Series A Preferred Shares will not have voting rights.

***Our Series A Preferred Shares may not have an active trading market, and the trading price of our Series A Preferred Shares may fluctuate significantly.***

The Series A Preferred Shares are a new issue of securities with no established trading market. We intend to file an application to list the Series A Preferred Shares on the NYSE, but there can be no assurance that the NYSE will approve the Series A Preferred Shares for listing.

Even if the NYSE approves the Series A Preferred Shares for listing, there is no guarantee the Series A Preferred Shares will remain listed on the NYSE or any other nationally recognized exchange. If the Series A Preferred Shares are delisted from the NYSE or another nationally recognized exchange, we could face significant material adverse consequences, including:

a limited availability of market quotations for the Series A Preferred Shares;

reduced liquidity with respect to the Series A Preferred Shares;

a determination that the Series A Preferred Shares are a penny stock, which will require brokers trading in the Series A Preferred Shares to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for the Series A Preferred Shares; and

a decreased ability to issue additional securities or obtain additional financing in the future.

Moreover, even if the NYSE approves the Series A Preferred Shares for listing, an active trading market on the NYSE for the Series A Preferred Shares may not develop or, if it does develop, may not last, in which case the market price of the Series A Preferred Shares could be materially and adversely affected.

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We have been advised by the underwriters that they intend to make a market in the Series A Preferred Shares, but they are not obligated to do so and may discontinue market-making at any time without notice.

*The Series A Preferred Shares have not been rated.*