

BENNETT ARCHIE JR
 Form 5
 February 14, 2019

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BENNETT ARCHIE JR

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

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)

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Amount	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock			3 ⁽¹⁾						D	
Common Stock			3 ⁽¹⁾						I	By 1080 Partners, LP
Common Stock	09/28/2018		M4	835	A	\$ ⁽²⁾	37,279		D	
Common Stock	12/31/2018		M4	836	A	\$ ⁽³⁾	38,115		D	

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

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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 Underlying Instrument (Instr. 3)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	∅	∅	3 ⁽¹⁾	∅	∅	∅ ⁽⁴⁾	∅ ⁽⁴⁾	Common Stock
Common Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	∅	∅	3 ⁽¹⁾	∅	∅	∅ ⁽⁴⁾	∅ ⁽⁴⁾	Common Stock
Series B Convertible Preferred Stock ⁽⁵⁾	\$ 0.18 ⁽⁵⁾	08/08/2018 ⁽⁵⁾	∅	J ⁽⁸⁾	4,000,000	∅	08/08/2018 ⁽⁵⁾	∅ ⁽⁴⁾	Common Stock
Stock Units under Deferred Compensation Plan	∅	∅	∅	3 ⁽¹⁾	∅	∅	∅ ⁽⁶⁾	∅ ⁽⁶⁾	Common Stock
Stock Units under Deferred Compensation Plan	∅	09/28/2018	∅	M4	∅	835	∅ ⁽⁶⁾	∅ ⁽⁶⁾	Common Stock
Stock Units under Deferred Compensation Plan	∅	12/31/2018	∅	M4	∅	836	∅ ⁽⁶⁾	∅ ⁽⁶⁾	Common Stock
Series B Convertible Preferred Stock ⁽⁵⁾	\$ 0.18 ⁽⁵⁾	12/31/2018	∅	G	∅	40,000	08/08/2018 ⁽⁵⁾	∅ ⁽⁴⁾	Common Stock
Series B Convertible Preferred Stock ⁽⁵⁾	\$ 0.18 ⁽⁵⁾	12/31/2018	∅	G	∅	40,000	08/08/2018 ⁽⁵⁾	∅ ⁽⁴⁾	Common Stock
Series B Convertible Preferred	\$ 0.18 ⁽⁵⁾	12/31/2018	∅	G	∅	40,000	08/08/2018 ⁽⁵⁾	∅ ⁽⁴⁾	Common Stock

Stock ⁽⁵⁾

Series B
Convertible
Preferred
Stock ⁽⁵⁾

\$ 0.18 ⁽⁵⁾ 12/31/2018 Â G Â 40,000 08/08/2018⁽⁵⁾ Â ⁽⁴⁾

Com
Stoc

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Com
Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ARCHIE JR 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	Â	Â X	Â	Â

Signatures

/s/ Archie
Bennett, Jr. 02/14/2019

**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) The Reporting Person owned the shares of common stock, the stock units under the Deferred Compensation Plan (as defined below) and Common Units (as defined below) on August 8, 2018, the date on which the Reporting Person became a 10% owner.

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- (2) On September 28, 2018, the Reporting Person received 835 shares of the Issuer's common stock in settlement of an equal number of stock units held under the Ashford Inc. Amended and Restated Nonqualified Deferred Compensation Plan (originally adopted by Ashford Hospitality Trust, Inc., effective January 1, 2008) assumed by Ashford Inc., effective November 12, 2014 (the "Deferred Compensation Plan").
- (3) On December 31, 2018, the Reporting Person received 836 shares of the Issuer's common stock in settlement of an equal number of stock units held under the Deferred Compensation Plan.
- (4) The common units ("Common Units") in Ashford Hospitality Advisors LLC, the Issuer's operating subsidiary, owned by the Reporting Person 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.
- (5) In connection with the transactions contemplated by the Combination Agreement, dated August 8, 2018, among the Issuer, the Reporting Person, Monty Bennett, 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 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.
- (6) 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 Reporting Person under the Deferred Compensation Plan.
- (7) The Series B Convertible Preferred Stock listed here are held in two separate trusts, each of which hold 40,000 shares of Series B Convertible Preferred Stock. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person herein states that this filing shall not be deemed an admission that he is the beneficial owner of any such interests, and disclaims beneficial ownership of such interests, except to the extent of his pecuniary interest therein.
- (8) Transaction Code J3: See footnote 5.

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