

Xenia Hotels & Resorts, Inc.

Form 4

February 08, 2016

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 *
Wade Philip A.

(Last) (First) (Middle)

C/O XENIA HOTELS & RESORTS,
INC., 200 S. ORANGE AVENUE,
SUITE 1200

(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Xenia Hotels & Resorts, Inc. [XHR]

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

02/04/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2016		M		5,605	A	<u>11</u>	5,605	D	
Common Stock	02/04/2016		F		1,831	D	\$ 14.15	3,774	D	

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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 and Amount of Underlying Securities (Instr. 3 and 4)
Share Units	\$ 0 ⁽¹⁾	02/04/2016		M	5,605	02/04/2016 ⁽²⁾ 02/04/2016 ⁽²⁾	Common Stock 5,605

Reporting Owners

Reporting Owner Name / Address	Relationships
Wade Philip A. C/O XENIA HOTELS & RESORTS, INC. 200 S. ORANGE AVENUE, SUITE 1200 ORLANDO, FL 32801	Director 10% Owner Officer Other
	See Remarks

Signatures

/s/ Marcel Verbaas as
Attorney-in-Fact 02/08/2016

__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) Each share unit represents the contingent right to receive one share of Common Stock. This transaction represents the settlement in shares of Common Stock of vested contingent share units issued under the Xenia Hotels & Resorts, Inc. 2014 Share Unit Plan (the "2014 Share Unit Plan").

(2) The remaining contingent share units vest and become payable in two equal annual installments beginning on February 4, 2017. The contingent share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject to earlier settlement upon termination of the Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award agreement or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

Remarks:

Senior Vice President and Chief Investment Officer

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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