

DiamondRock Hospitality Co  
Form 8-K  
April 27, 2011

**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): April 26, 2011**

**DiamondRock Hospitality Company**

(Exact name of registrant as specified in its charter)

**Maryland**

**001-32514**

**20-1180098**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3 Bethesda Metro Center, Suite 1500  
Bethesda, MD**

**20814**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(240) 744-1150**

(Former name or former address, if changed since last report.)

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:

- 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) DiamondRock Hospitality Company (the Company) held its annual meeting of stockholders (the Annual Meeting) on April 26, 2011.

(b) The results of the voting at the Annual Meeting were as follows:

1. The following directors were elected to serve until the 2012 annual meeting of stockholders and until their respective successors are duly elected and qualified:

| Name                | For         | Withheld   | Broker Non-Votes |
|---------------------|-------------|------------|------------------|
| Daniel J. Altobello | 147,435,675 | 7,493,808  | 1,692,242        |
| Mark W. Brugger     | 149,059,952 | 5,869,531  | 1,692,242        |
| W. Robert Grafton   | 147,414,802 | 7,514,681  | 1,692,242        |
| Maureen L. McAvey   | 147,414,450 | 7,515,033  | 1,692,242        |
| William W. McCarten | 137,862,479 | 17,067,004 | 1,692,242        |
| Gilbert T. Ray      | 133,613,296 | 21,316,187 | 1,692,242        |
| John L. Williams    | 147,630,549 | 7,298,934  | 1,692,242        |

2. The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers.

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 148,461,020 | 6,408,389 | 60,074  | 1,692,242        |

3. The Company's stockholders recommended a frequency of one year for the vote, on a non-binding, advisory basis, on the compensation of the Company's named executive officers.

| 1 Year      | 2 Years | 3 Years    | Abstain | Broker Non-Votes |
|-------------|---------|------------|---------|------------------|
| 138,278,392 | 357,367 | 16,226,393 | 67,331  | 1,692,242        |

4. The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ending December 31, 2011.

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 155,045,599 | 1,538,164 | 37,962  |

**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 hereunto duly authorized.

DIAMONDROCK HOSPITALITY  
COMPANY

Date: April 27, 2011

By: /s/ William J. Tennis  
William J. Tennis  
Executive Vice President, General  
Counsel and Corporate Secretary