

**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): May 2, 2018**

**LASALLE HOTEL PROPERTIES**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction  
of incorporation)**

**1-14045**  
**(Commission  
File Number)**

**36-4219376**  
**(IRS Employer  
Identification No.)**

**7550 Wisconsin Avenue, 10th Floor  
Bethesda, Maryland 20814**  
**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (301) 941-1500**

**Not Applicable**  
**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

Effective upon the approval of shareholders of LaSalle Hotel Properties (the “Company”) at the 2018 Annual Meeting of Shareholders on May 2, 2018, the Board of Trustees of the Company adopted the First Amendment to the Fourth Amended and Restated Bylaws of the Company (the “Bylaw Amendment”).

*Right to Amend Bylaws.* The Bylaw Amendment permits shareholders to amend the Company’s bylaws by the affirmative vote of the holders of a majority of the outstanding common shares pursuant to a binding proposal submitted for approval at a duly called annual meeting or special meeting of shareholders by a shareholder, or group of up to 20 shareholders, owning at least 3% of the outstanding common shares continuously for at least the prior three years. The foregoing right to amend the bylaws is subject to additional eligibility, procedural and disclosure requirements set forth in Sections 2.03 and 2.13 of Article II of the Company’s bylaws. In addition, pursuant to the terms of the Bylaw Amendment, a shareholder proposal submitted under such provision, may not alter or repeal (i) Article XII of the bylaws, which provides for indemnification of trustees and officers of the Company, or (ii) Article XIV of the bylaws, which addresses procedures for amendment of the bylaws, without the approval of the Board of Trustees of the Company.

The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment, filed as Exhibit 3.1 to this Current Report on Form 8-K, which is incorporated by reference herein.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On May 2, 2018, the Company held its Annual Meeting of Shareholders. The matters on which the shareholders voted, in person or by proxy were:

- (i) the election of seven trustees of the Company to serve until the 2019 Annual Meeting of Shareholders and until their successors are duly elected and qualified;
- (ii) the ratification of the appointment of the Company’s independent registered public accounting firm for the year ending December 31, 2018;
- (iii) the approval, by non-binding vote, of executive compensation; and
- (iv) the approval of the Bylaw Amendment.

The seven nominees were elected, the ratification of the appointment of the independent registered public accounting firm was approved, executive compensation was approved and the Bylaw Amendment was approved. The results of the voting were as follows:

Election of Trustees:

<b>Trustee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Michael D. Barnello	89,384,264	15,091,317	-0-	4,442,502
Denise M. Coll	87,492,965	16,982,616	-0-	4,442,502
Jeffrey T. Foland	88,080,729	16,394,852	-0-	4,442,502
Darryl Hartley-Leonard	86,760,730	17,714,851	-0-	4,442,502
Jeffrey L. Martin	87,113,373	17,362,208	-0-	4,442,502
Stuart L. Scott	78,509,193	25,966,388	-0-	4,442,502
Donald A. Washburn	85,496,714	18,978,867	-0-	4,442,502

Ratification of the Appointment of the Independent Registered Public Accounting Firm:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
105,653,438	3,248,698	15,947	N/A

Approval of Executive Compensation:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
79,901,559	24,354,204	219,818	4,442,502

Approval of the Bylaw Amendment:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
65,069,305	39,257,596	148,680	4,442,502

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">3.1</a>	<a href="#">First Amendment to Fourth Amended and Restated Bylaws</a>

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**SIGNATURES**

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.

**LASALLE HOTEL PROPERTIES**

BY: /s/ Kenneth G. Fuller

Kenneth G. Fuller

Chief Financial Officer, Executive Vice President, Secretary and  
Treasurer

Dated: May 2, 2018

LASALLE HOTEL PROPERTIES  
FIRST AMENDMENT TO  
FOURTH AMENDED AND RESTATED BYLAWS

1. The Fourth Amended and Restated Bylaws (the “**Bylaws**”) of LaSalle Hotel Properties, a Maryland real estate investment trust (the “**Trust**”), are hereby amended by deleting therefrom Article XIV in its entirety and inserting in lieu thereof a new Article XIV as follows:

ARTICLE XIV.

AMENDMENT OF BYLAWS

The Board of Trustees shall have the power to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws.

In addition, pursuant to a binding proposal that is submitted to the shareholders for approval at a duly called annual meeting or special meeting of shareholders by a shareholder or group of no more than 20 shareholders:

(a) each of which provides to the Secretary of the Trust a timely notice of such proposal which satisfies the notice procedures and all other relevant provisions of Section 2.03 or Section 2.13 of Article II of these Bylaws and is otherwise permitted by applicable law (the “**Notice of Bylaw Amendment Proposal**”);

(b) that Owned at least three percent or more of the Common Shares outstanding from time to time continuously for at least three years as of both (i) the date the Notice of Bylaw Amendment Proposal is delivered to the Secretary of the Trust in accordance with Section 2.03 or Section 2.13 of Article II of these Bylaws and (ii) the close of business on the record date for determining the shareholders entitled to vote at the relevant annual meeting or special meeting of shareholders; and

(c) that continuously Owns such Common Shares through the date of such annual meeting or special meeting of shareholders (and any postponement or adjournment thereof),

the shareholders shall have the power, by the affirmative vote of a majority of all votes entitled to be cast on the matter, to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws, except that the shareholders shall not have the power to alter or repeal Article XII or this Article XIV or adopt any provision of these Bylaws inconsistent with Article XII or this Article XIV without the approval of the Board of Trustees.

As used in this Article XIV, the term “**Owned**” shall have the meaning given thereto in Section 2.14(b) of Article II of these Bylaws, except that any reference to an “**Eligible Shareholder**” or to the “**Notice of Proxy Access Nomination**” in the definition of “**Owned**” shall be deemed to be a reference to the applicable shareholder or group of shareholders or to the Notice of Bylaw Amendment Proposal referred to in this Article XIV.

2. Except as set forth herein, the Bylaws shall remain in full force and effect.

Effective Date: May 2, 2018