

DiamondRock Hospitality Co  
Form S-11  
March 30, 2006

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As filed with the Securities and Exchange Commission on March 30, 2006

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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### FORM S-11

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

## DIAMONDROCK HOSPITALITY COMPANY

(Exact Name of Registrant as Specified in its Governing Instruments)

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**6903 Rockledge Drive, Suite 800, Bethesda, Maryland 20817, (240) 744-1150**

(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

**William W. McCarten**  
**Chief Executive Officer**

**DiamondRock Hospitality Company**  
**6903 Rockledge Drive, Suite 800, Bethesda, Maryland 20817**  
**(240) 744-1150**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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*Copies to:*

**Suzanne D. Lecaroz, Esq.**  
**Goodwin Procter LLP**  
**Exchange Place, 53 State Street**  
**Boston, MA 02109**  
**(617) 570-1000**

**David C. Wright, Esq.**  
**Hunton & Williams LLP**  
**951 E. Byrd Street**  
**Richmond, Virginia 23219-4074**  
**(804) 788-8200**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-132266

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities Being Registered</b>	<b>Amount Being Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share	3,220,000	\$13.00	\$41,860.00	\$4,480

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(1) Includes 420,000 shares that may be purchased pursuant to an over-allotment option granted to the underwriters.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

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**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), and General Instruction G of Form S-11. The contents of the Registration Statement on Form S-11 (Registration No. 333-132266) filed by DiamondRock Hospitality Company (the "Company") pursuant to the Act with the Securities and Exchange Commission (the "Commission") on March 8, 2006, as amended, including the exhibits thereto, and declared effective by the Commission on March 29, 2006, is incorporated herein by reference.

**CERTIFICATION**

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on March 30, 2006), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than March 30, 2006.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bethesda, Maryland, on March 30, 2006.

DIAMONDROCK HOSPITALITY COMPANY

By: /s/ MICHAEL D. SCHECTER

Name: Michael D. Schecter  
Title: General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

By: \_\_\_\_\_ \* March 30, 2006

Name: William W. McCarten  
Title: Chairman of the Board, Director and Chief Executive Officer

By: \_\_\_\_\_ \* March 30, 2006

Name: John L. Williams  
Title: President, Chief Operating Officer and Director

By: \_\_\_\_\_ \* March 30, 2006

Name: Mark W. Brugger  
Title: Executive Vice President, Chief Financial Officer and Treasurer

By: \_\_\_\_\_ \* March 30, 2006

Name: Sean M. Mahoney  
Title: Chief Accounting Officer and Corporate Controller

By: \_\_\_\_\_ \* March 30, 2006

Name: Daniel J. Altobello  
Title: Director

By: \_\_\_\_\_ \* March 30, 2006

Name: W. Robert Grafton  
Title: Lead Director

By: \_\_\_\_\_ \* March 30, 2006

Name: Maureen L. McAvey  
Title: Director

By: \_\_\_\_\_ \* March 30, 2006

Name: Gilbert T. Ray  
Title: Director

\*

By Michael D. Schechter, as attorney-in-fact pursuant to written power of attorney

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
5.1	Opinion of Goodwin Procter LLP
8.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
23.3	Consent of PricewaterhouseCoopers LLP
23.4	Consent of Ernst & Young LLP
24.1	Power of Attorney*

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Incorporated by reference to the Company's Registration Statement on Form S-11, as amended, filed with the Securities and Exchange Commission on March 8, 2006 (File No. 333-132266).

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