Xenia Hotels & Resorts, Inc. Form 4

May 25, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 obligations

may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * McCormick Mary E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Xenia Hotels & Resorts, Inc. [XHR]

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

C/O XENIA HOTELS & RESORTS, 05/24/2016 INC., 200 S. ORANGE AVENUE,

SUITE 1200

(Instr. 3)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

ORLANDO, FL 32801

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number 6. Date Exercisable and

7. Title and Amount of 8. Pric Underlying Securities Deriva

(9-02)

1

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Secur (A) or Dispo (D) (Instr. | red sed of 3, 4, | (Month/Day/Year) | | (Instr. 3 and 4) | | Securit (Instr. |
|---------------------|---|------------|-------------------------|-----------------|--|------------------|---------------------|--------------------|------------------|--|--------------------|
| | | | | Code V | / (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| LTIP Units (1) | <u>(1)</u> <u>(2)</u> | 05/24/2016 | | A | 4,84 | 2 | (1)(2) | (1)(2) | Common Stock | 4,842 | (1) |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCormick Mary E C/O XENIA HOTELS & RESORTS, INC. 200 S. ORANGE AVENUE, SUITE 1200 ORLANDO, FL 32801

X

Signatures

/s/ Marcel Verbaas as Attorney in Fact

05/24/2016 Date

**Signature of Reporting Person

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).
- LTIP Units are a class of limited partnership units in XHR LP (the "Operating Partnership"), of which the Issuer's wholly-owned subsidiary is the general partner. Initially, the LTIP Units do not have full parity with common limited partnership units of the Operating Partnership ("Common Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the
- (1) Partnership ("Common Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP Units can over time achieve full parity with the Common Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of Common Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership.
- (continued from Footnote 1) Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of the Issuer's common stock, or, at the election of the Issuer, an equal number of shares of the Issuer's common stock, each subject to adjustment in the event of stock splits, specified extraordinary distributions or similar events. The LTIP Units issued pursuant to the Xenia Hotels & Resorts, Inc., XHR Holding, Inc. and XHR LP 2015 Incentive Award Plan were fully vested on the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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